

Amended by Special Resolutions at the Special General Meetings of the Skin Health Institute on:

- 27 May 2019(Change of Name from Skin & and Cancer Foundation Inc);
- 20 August 2019 (Rules update)

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 Consumer Affairs
 November 2012

STATEMENT OF PURPOSES AND RULES OF SKIN HEALTH INSTITUTE INCORPORATED

REGISTRATION NUMBER A12501
INCORPORATION ASSOCIATION REFORM ACT 2012

ASSOCIATIONS INCORPORATION ACT 1981

SKIN HEALTH INSTITUTE INCORPORATED

STATEMENT OF PURPOSES

The purposes of the Association are to relieve poverty, sickness, suffering, distress, misfortune, destitution or helplessness in persons in Australia without discrimination where this is in any way related to diseases of the skin and for this purpose:

1. To develop the science of dermatology and its sub-specialties in Australia by:
 - a. Providing patient-focused, world class dermatological care;
 - b. Leading the promotion of skin health in the community through education in dermatology including to dermatologists, trainees and health care professionals;
 - c. Achieving global outcomes by contributing to dermatology research; and
 - d. Invigorating and sustaining the Association for the future.
2. To provide facilities for research and education and otherwise for the attainment of the objects of the Association.
3. In furtherance of the objects of the Association to hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith.

Provided that no member of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association or to the cost of the holding or promotion of which the Association may have subscribed out of its income or property and which under the regulations affecting the said competition may be awarded to him.

Solely for the purpose of furthering the purposes set out above the Association shall have power:

- (a) To indemnify any person for any loss or damage incurred as a result of having on behalf of the unincorporated association become liable to pay any amount by way of damages or otherwise.
- (b) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of the Rules.
- (c) To buy, sell, lease, hire and deal in all kinds of articles, apparatus, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- (d) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, equipment, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association PROVIDED THAT in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- (e) To enter into any arrangements with any Government or Authority supreme, municipal local or otherwise that are incidental or conducive to the attainment of the objects and the exercise of the

powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- (f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (h) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- (i) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (j) To lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate.
- (k) To borrow or raise or secure the payment of money in such manner as the Association thinks fit and to secure any such borrowing, raising or payment of money or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and, in particular, by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property (both present and future) and to purchase, redeem or pay off any such securities.
- (l) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (m) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- (n) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (o) To take any gifts of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in paragraph (d).
- (p) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- (q) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- (r) To amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association 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 that imposed upon the Association under or by virtue of the Rules.

- (s) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (t) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (u) To make donations for patriotic, charitable or community purposes.
- (v) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance.
- (w) To waive the payment of any fees that would otherwise be payable to the Association to the extent that the person liable to pay the fees is unable to pay them in the opinion of the Board of Management of the Association.
- (x) To do all such other things as are incidental or conducive to that attainment of the objects and the exercise of the powers of the Association.

RULES

NAME

1. The name of the incorporated association is SKIN HEALTH INSTITUTE INCORPORATED (in these rules called “the Association”).

INTERPRETATION

2. (1) In these rules the contrary intention appears:
 - “Affiliate Member” means a member of the Association as provided for in Rule 3A (1) 3
 - “Associate Member” means a member of the Association as provided for in Rule 3A (1) 2
 - “Board” means the Board of Management of the Association.
 - “Dermatologist” means a member of the Victorian Faculty of the Australasian College of Dermatologists.
 - “Financial year” means the year ending on 30 June.
 - “Foundation Member” means a member as at the date of incorporation of the Association who has donated or advanced to the Association an amount not less than ONE THOUSAND DOLLARS (\$1,000-00).
 - “General Meeting” means a general meeting of members convened in accordance with Rule 11.
 - “Member of the Board” means a member of the Board of the Association under Rule 21.
 - “Ordinary Member” means a member of the Association as provided for in Rule 3A (1) 1.
 - “The Act” means the Associations Incorporation Act 1981.
 - “The Regulations” means regulations under the Act.
 - “The College” means The Victorian Faculty of the Australasian College of Dermatologists.
- (2) In these Rules, a reference to the secretary of an Association is a reference:
 - (a) where a person holds office under these Rules as secretary of the Association – to that person; and
 - (b) in any other case, to the Secretary of the Association.

- (3) Words or expressions contained in these rules shall be interpreted in accordance with the provisions of the Acts Interpretation Act 1958 and the Act as in force from time to time.

MEMBERSHIP CATEGORIES & QUALIFICATION

- 3A (1) There shall be three categories of membership of the Association, namely:
- (a) Ordinary Members who shall be fellows of the College working in Victoria or Tasmania and who have been accepted as Skin and Cancer Ordinary members;
 - (b) Associate Members who shall be interstate and overseas dermatologists and other specialist medical practitioners who provide dermatology related services directly and who have been accepted as Skin and Cancer Associate members.

This category shall include:

- a. dermatologists with qualifications recognised by the College or by the country of their qualification if that country is recognised by the College as providing an acceptable standard for registration of dermatologists; and
- b. Plastic Surgeons; Pathologists, Psychiatrists and Oral Mucosal specialists who are able to show specific practice in dermatology.

The benefits attached to Associate Membership are set out in Schedule 1

- (c) Affiliate Members which shall be organisations involved in dermatology related services and which are approved by the Board as contributing to the effective skin health and the ethical practice of dermatology and who have been accepted as Skin and Cancer Affiliate members.

Without limiting the generality of this category it may include:

- a. Pathology services with skin speciality;
- b. Cancer councils;
- c. Universities with Medical / dermatology training;
- d. Other specialist colleges;
- e. Other Skin Health Institutes;
- f. Overseas groups such as the National Skin Centre Singapore and European Skin Cancer Foundation;
- g. Health Promotion units in hospitals and governments;
- h. Hospitals;
- i. Community Health Centres;
- j. Aged care facilities;
- k. Skin Disease suffer support groups; and
- l. Pharmaceutical companies with skin products, research and support for training.

The benefits attached to Affiliate Membership are set out in Schedule 2

- (2) A natural person who is nominated and approved for a membership in a category other than Affiliate Membership as provided in these rules is eligible to be a member of the Association in the relevant category on payment of the entrance fee and annual subscription payable under these rules. Except with the prior approval of a general meeting no person (other than a member of the College) shall be admitted to membership

of the Association if after his admission less than eighty per centum of the members of the Association would be members of the College.

- (3) A person who is not a member of the Association at the time of the incorporation of the Association (or who was such a member at that time but has ceased to be a member) shall not be admitted to membership;
 - (a) unless he is nominated as provided in sub-clause (4); and
 - (b) his admission as a member is approved by the Board.

APPLICATION FOR MEMBERSHIP

3B

- (1) A nomination of a person for membership of the Association:
 - (a) shall be made in writing in the form set out in Appendix 1; and
 - (b) shall be lodged with the secretary of the Association.
- (2) As soon as practicable after the receipt of a nomination, the secretary shall refer the nomination to the Board.
- (3) Upon a nomination being referred to the Board, the Board shall determine whether to approve or to reject the nomination.
- (4) Upon a nomination being approved by the Board, the secretary shall, with as little delay as possible, notify the nominee in writing that he is approved for membership of the Association in the relevant category and request payment within the period of 28 days after receipt of the notification of the sum payable under these rules as the entrance fee.
- (5) The secretary shall, within 28 days after receipt of payment of the amounts referred to in sub-clause (6), enter the nominee's name in the register of members kept by him and, upon the name being so entered, the nominee becomes a member of the Association in the relevant category.
- (6) If the Board rejects a nomination, the Board must, as soon as practicable, notify the nominee in writing that the application has been rejected.
- (7) A right, privilege, or obligation of a person by reason of his membership of the Association:
 - (a) is not capable of being transferred or transmitted to another person.
 - (b) terminates upon the cessation of his membership whether by death or resignation or otherwise.
- (9) The Association shall honour the Foundation Members by erecting plaques at the headquarters of the Association acknowledging the donation or advance by each Foundation Member of an amount not less than ONE THOUSAND DOLLARS (\$1,000.00).
- (10) An organisation that meets the criteria for Affiliate Membership of the Association may apply to the Association to become an Affiliate Member by lodging an application with the secretary of the Association in the form of Appendix 2.
- (11) Upon receipt of the application the provisions of Rules 3B (3) to (8) shall apply to such application.

ENTRANCE FEE AND ANNUAL SUBSCRIPTION

4. (1) The entrance fee shall be such amount as the Association in general meeting shall from time to time prescribe PROVIDED THAT until the Association in general meeting shall otherwise resolve the entrance fee shall be \$5.00 and PROVIDED FURTHER that the Association shall not at any time prescribe an entrance fee which exceeds \$50.00.
- (2) The Association in general meeting may from time to time determine that an annual subscription shall be paid by the members and the amount thereof and the date in each year upon which it shall become due and payable.

REGISTER OF MEMBERS

5. The secretary shall keep and maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection by members free of charge at the address of the Secretary.

RESIGNATION AND CESSATION OF MEMBER

6. (1) A member of the Association who has paid all moneys due and payable by him to the Association may resign from the Association by first giving one months notice in writing to the secretary of his intention to resign and upon the expiration of that period of notice, the member shall cease to be a member.
- (2) Upon the expiration of a notice given under sub-clause (1), the secretary shall make in the register of members an entry recording the date on which the member by whom the notice was given, ceased to be a member.
- (3) A member of the Association who is a member of the College shall cease to be a member of the Association if he is expelled as a member of the College but shall continue to be liable for any annual subscription and all arrears due and unpaid at the date of his cessation and for all other moneys due by him to the Association.

DISCIPLINE OF MEMBER

7. (1) Subject to these rules, the Board may by resolution:
 - (a) expel a member from the Association;
 - (b) suspend a member from membership of the Association for a specified period;
or
 - (c) fine a member in accordance with the Regulations, if the Board is of the opinion that the member:
 - (i) has refused or neglected to comply with these rules; or
 - (ii) has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association.
- (2) A resolution of the Board under sub-clause (1):

- (a) does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice under sub-clause (3) confirms the resolution in accordance with this clause; and
 - (b) where the member exercises a right of appeal to the Association under this clause does not take effect unless the Association confirms the resolution in accordance with this clause.
- (3) Where the Board passes a resolution under sub-clause (1), the secretary shall, as soon as practicable, cause to be served on the member a notice in writing:
- (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the member or his or her representative may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting;
 - (d) informing the member that he may do one or more of the following:
 - (i) attend that meeting;
 - (ii) give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - (iii) not later than 24 hours before the date of the meeting, lodge with the secretary a notice to the effect that he wishes to appeal to the Association in general meeting against the resolution.
- (4) At a meeting of the Board held in accordance with sub-clause (2), the Board:
- (a) shall give to the member or his or her representative an opportunity to be heard;
 - (b) shall give due consideration to any written statement submitted by the member; and
 - (c) shall by resolution determine whether to confirm or to revoke the resolution.
- (5) Where the secretary receives a notice under sub-clause (3)(d)(iii), he shall notify the Board and the Board shall convene a general meeting of the Association to be held within 21 days after the date on which the secretary received the notice.
- (6) At a general meeting of the Association convened under sub-clause (5):
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (c) the member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the resolution should be confirmed or revoked.

- (7) If at the general meeting:
 - (a) two-thirds of the members vote in person or by proxy in favour of the confirmation of the resolution, the resolution is confirmed; and
 - (b) in any other case, the resolution is revoked.

ANNUAL GENERAL MEETING

- 8. (1) The Association shall in each calendar year convene an annual general meeting of its members.
- (2) The annual general meeting shall be held on such day and at such time and place as the Board determines.
- (3) The annual general meeting shall be specified as such in the notice convening it.
- (4) The ordinary business of the annual general meeting shall be:
 - (a) to confirm the minutes of the preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Board reports under the transactions of the Association during the last preceding financial year;
 - (c) to elect Members of the Board;
 - (d) to receive and consider the statement submitted by the Association in accordance with section 30(3) of the Act.
- (5) The annual general meeting may transact special business of which notice is given in accordance with these Rules.
- (6) The annual general meeting shall be in addition to any other general meetings that may be held in the same year.
- (7) Notwithstanding anything herein contained at the First Annual General Meeting of the Association only Foundation Members shall be entitled to vote as members.

SPECIAL GENERAL MEETINGS

- 9. All general meetings other than the annual general meeting shall be called special general meetings.
- 10. (1) The Board may, whenever it thinks fit, convene a special general meeting of the Association and, where, but for this sub-clause, more than 15 months would lapse between annual general meetings, shall convene a special general meeting before the expiration of that period.
- (2) The Board shall, on the requisition in writing of members representing not less than 5% of the total number of members, convene a special general meeting of the Association.
- (3) The requisition for a special general meeting shall state the objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the

secretary and may consist of several documents in a like form, each signed by one or more of the members making the requisition.

- (4) If the Board does not cause a special general meeting to be held within one month after the date on which the requisition is sent to the address of the secretary, the members making the requisition, or any of them, may convene a special general meeting to be held no later than 3 months after that date.
- (4) A special general meeting convened by members in pursuance of these rules shall be convened in the same manner as nearly as possible as that in which those meetings are convened by the Board and all reasonable expenses incurred in convening the meeting shall be refunded by the Association to the persons incurring the expenses.

CONVENING OF GENERAL MEETINGS

- 11. (1) The Secretary of the Association shall, at least 14 days, or if a special resolution has been proposed at least 21 days, before the date fixed for holding a general meeting of the Association, cause to be sent to each member of the Association at his address appearing in the register of members, a notice stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (2) Notice may be sent—
 - (a) by prepaid post to the address appearing in the register of members; or
 - (b) if the member requests, by facsimile transmission or electronic transmission.
- (3) No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
- (4) A member desiring to bring any business before a meeting may give notice of that business in writing, or by electronic transmission, to the secretary, who shall include that business in the notice calling the next general meeting after the receipt of the notice.

PROCEDURE OF GENERAL MEETINGS

- 12. (1) All business that is transacted at a special general meeting and all business that is transacted at the annual general meeting with the exception of that specially referred to on these rules as being the ordinary business of the annual general meeting shall be deemed to be special business.
- (2) No item of business shall be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present during the time when the meeting is considering the item.
- (3) 5 members personally present being members entitled under these rules to vote at a general meeting constitute a quorum for the transaction of the business of a general meeting.
- (4) If within half an hour after the appointed time for the commencement of a general meeting, a quorum is not present, the meeting if convened upon the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of adjournment or by written notice to members given before the day to which

the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being not less than 3) shall be a quorum.

13.
 - (1) The President shall preside as Chair at each general meeting of the Association.
 - (2) The term of appointment of the Chair will be for a period of 3 years, following which the Chair is not eligible for re-appointment until a further period of 3 years has elapsed (subject to the Chair being at the relevant time a member of the Board).
 - (3) For the avoidance of doubt, if a person is appointed to act as Chair during the third period of his or her appointment as a member of the Board, he or she will be entitled to remain a member of the Board for any such additional time necessary to fulfil his or her 3 year appointment as Chair.
 - (4) If for any reason, the Chair is absent from a general meeting, the members present shall elect one of their number to preside as Chair at that meeting.
14.
 - (1) The Chair of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
 - (2) Where a meeting is adjourned for 14 days or more, a like notice of the adjourned meeting shall be given as in the case of the general meeting.
 - (3) Except as provided in sub-clause 14(2), it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.
15. A question arising at a general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded, a declaration by the Chair that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, and an entry to that effect in the Minute Book of the Association is evidence of the fact, without proof of the number or proportion of the votes recorded in favour of, or against, that resolution.
16.
 - (1) Subject to Rule 8(7) upon any question arising at a general meeting of the Association, only Ordinary Members shall be entitled to vote on the question and each such Ordinary Member has one vote only.
 - (2) All votes shall be given personally or by proxy.
 - (3) In the case of an equality of voting on a question, the Chair of the meeting is entitled to exercise a second or casting vote.
17.
 - (1) If at a meeting a poll on any question is demanded by not less than three members, it shall be taken at that meeting in such manner as the Chair may direct and the resolution of the poll shall be deemed to be a resolution of the meeting on that question.
 - (2) A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at such time before the close of the meeting as the Chair may direct.
18. A member is not entitled to vote at any general meeting unless all moneys due and payable by him to the Association have been paid, other than the amount of the annual subscription payable in respect of the current financial year.

19. (1) Each member shall be entitled to appoint another member as his proxy by notice given to the secretary no later than 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix 3.

BOARD OF MANAGEMENT

20. (1) The affairs of the Association shall be managed by a Board of Management constituted as provided in Rule 21.
- (2) The Board:
- (a) shall control and manage the business and affairs of the Association;
 - (b) may, subject to these Rules, the regulations and the Act, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association; and
 - (c) subject to these Rules, the regulations and the Act, has power to perform all such acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
21. (1) Subject to Section 23 of the Act the Board shall consist of up to 12 persons as hereinafter provided:
- (a) six (6) positions shall be held by members who are dermatologists and who are Fellows of the Australasian College of Dermatologists (“the Dermatologist Appointment”); and
 - (b) up to five (5) positions shall be held by members who are non-dermatologists (“the Non-dermatologist Appointment”); and
 - (c) one (1) position shall be held by a member being a dermatologist appointed by the Victorian Faculty of the Australasian College of Dermatologists (“the College Appointment”).
- (2) Vacancies in the Board shall be filled by election at the annual general meeting of the Association in each year.
- (3) At each annual general meeting of the Association, the following members of the Board must retire from office:
- (a) One third of the members of the Board for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one third.
 - (b) Any other members of the Board, who has been in office for 3 years or more since that member’s election or last re-election as a Board member.]
- (4) The Board members to retire at an annual general meeting are those who have been longest in office (or who are deemed by resolution of a majority of the Board to have

been longest in office) since their last election. If 2 or more persons became Board members on the same day, those to retire will be determined by a majority of the Board.

- (5) Each member of the Board shall, subject to these Rules, hold office until the annual general meeting next after the date which is 3 years after his or her election.
- (6) A member of the Board retiring at an annual general meeting who is not disqualified by law or the provisions of these Rules from being reappointed is eligible for re-election for 2 further periods of 3 years each and may act as a member of the Board throughout the meeting at which that member of the Board retires.
- (8)
 - (a) The Board before each annual general meeting shall nominate up to two (2) members for the position of the Non-Dermatologist appointments to the new Board which Board shall take office after the next AGM.
 - (b) The members shall, at the annual general meeting, vote to ratify the nominations of the two (2) Non- Dermatologist members to the new Board.
 - (c) In the event that all or any of the two (2) Non-Dermatologist members' nominations to the Non-Dermatologist Appointments are not ratified at the annual general meeting shall have the power to appoint up to two (2) members who are non-dermatologists to fill the vacancies in the Non-Dermatologist Appointments.
- (9) The College Appointment shall be a member and a member of the Victorian Faculty of the Australasian College of Dermatologists. Each College Appointment shall be made at the date of annual general meeting (save in the case of the death, removal or resignation of the College Appointment) and the College Appointment shall, subject to these Rules, be so appointed until the annual general meeting next after the date which is three years after of his or her appointment. Any appointment or removal under this paragraph shall be by notice in writing to the Association served at its registered office by the Chair for the time being or other duly authorised officer of the College.
- (10) In the event of a casual vacancy occurring in the office of a member of the Board, (other than the College Appointment) the Board may appoint a member of the Association to fill the vacancy so that the proportion between dermatologists and non-dermatologists set out in Rule 21 (1) (a) and (b) are maintained, and the member so appointed shall hold office, subject to these Rules, until the conclusion of the annual general meeting next following the date of his or her appointment.

ELECTION OF BOARD

22A

- (1) Officers of Association

The Board shall at its first meeting after the annual general meeting each year appoint from its members the Officers of the Association, namely:-

- (a) a President;
- (b) a Vice-President;
- (c) a Treasurer;
- (d) a Secretary

by way of ballot to be conducted in such usual and proper manner as the meeting may determine.

- (2) Each Officer of the Association except for the President shall hold office until the annual general meeting next after the date of his or her election.
- (3) Subject to the provisions of clause 13, the President shall hold office until the annual general meeting at which he or she is required to retire as a Board member pursuant to these Rules, but subject to he or she being eligible for re-election as a Board member is eligible for re-election as an Officer.
- (4) In the event of a casual vacancy in the office of the President, the Vice-President, the Treasurer or the Secretary, the Board may appoint one of its own member to that vacant office and the person so appointed shall continue in that office up to and including the conclusion of the annual general meeting next following the date of his or her appointment.

22B

- (1) Nominations of candidates for election to the Dermatologist Appointment as members of the Board:
 - (a) shall be made in writing, signed by two members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (b) shall be delivered to the secretary of the Association not less than 7 days before the date fixed for the holding of the annual general meeting.
- (2) If insufficient nominations are received for the Dermatologist Appointment to fill all vacancies on the Board, the candidates nominated shall be deemed to be elected and further nominations shall be received at the general meeting.
- (3) If the number of nominations received for the Dermatologist Appointments is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.
- (4) If the number of nominations for the Dermatologist Appointments exceeds the number of vacancies to be filled, a ballot shall be held.
- (5) The ballot for the Officers and ordinary members of the Board shall be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (6) A nomination of a candidate for election under this clause is not valid if that candidate has been nominated for another office for election at the same election.

VACANCY OF BOARD MEMBERSHIP

23.

For the purposes of these rules, the office of an officer of the Association or of a member of the Board or of the College Appointment becomes vacant if the officer or member of the College Appointment:

- (a) ceases to be a member of the Association;
- (b) becomes an insolvent under administration within the meaning of the Corporations Law; or
- (c) resigns his office by notice in writing to the secretary.

PROCEDURE OF BOARD

24. (1) The Board shall meet at least 3 times in each year at such place and such times as the Board may determine.
- (2) Special meetings of the Board may be convened by the President or by any 4 of the members of the Board.
- (3) Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.
- (4) At a meeting of the Board, a quorum is present for the transaction of business if at least 4 members of the Board are present, of which a majority comprise Dermatologist Appointments. .
- (5) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to the same place and at the same hour of the same day in the following week unless the meeting was a special meeting in which case it lapses.
- (6) At meetings of the Board:
- (a) the President or in his absence the Vice-President shall preside; or
- (b) if the President and the Vice-President are absent, such one of the remaining members of the Board as may be chosen by the members present shall preside.
- (7) Questions arising at a meeting of the Board or of any sub-Board appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.
- (8) Each member present at a meeting of the Board or of any sub-Board appointed by the Board (including the person presiding at the meeting) is entitled to one vote
- and, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (9) Written notice of each Board meeting shall be served on each member of the Board by delivering it to him at a reasonable time before the meeting or by sending it by pre-paid post addressed to him at his usual or last known place of abode at least two business days before the date of the meeting.
- (10) Subject to sub-clause (4) the Board may act notwithstanding any vacancy on the Board.

DUTIES OF SECRETARY

25. The secretary of the Association shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting in books provided for that purpose together with a record of the names of persons present at Board meetings.

DUTIES OF TREASURER

26. (1) The Treasurer of the Association:

- (a) shall collect and receive all moneys due to the Association and make all payments authorised by the Association; and
 - (b) shall keep correct accounts and books showing the financial affairs of the Association with full details of all receipts and expenditure connected with the activities of the Association.
- (2) The accounts and books referred to in sub-clause (1) shall be available for inspection by members free of charge upon request.

REMOVAL OF BOARD MEMBERS

27. (1) The Association in general meeting may by resolution remove any member of the Board before the expiration of his term of office and save in the case of the College Appointment appoint another member in his stead to hold office until the expiration of the term of the first-mentioned member **PROVIDED THAT** in the case of the removal of the College Appointment by the Association in general meeting the appointment of another person in his stead as the College Appointment shall be made by the College.
- (2) Where the member to whom a proposed resolution referred to in sub-clause (1) makes representations in writing to the secretary or President of the Association (not exceeding a reasonable length) and requests that they be notified to the members of the Association, the secretary or the President may send a copy of the representations to each member of the Association or, if they are not so sent, the member may require that they be read out at the meeting.

CHEQUES ETC.

28. All cheques, drafts, bills of exchange, promissory notes or other negotiable instruments shall be signed by either two members of the Board or by both the Executive Director and one member of the Board. Electronic funds transfers are to be independently authorised by either two members of the Board or by both the Executive Director and one member of the Board.

COMMON SEAL

29. (1) The Common Seal of the Association shall be kept in the custody of the secretary.
- (2) The Common Seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the Common Seal shall be attested by the signatures either of two members of the Board or of one member of the Board and of the Secretary of the Association.

ALTERATION OF RULES AND STATEMENT OF PURPOSES

30. (1) These rules and the statement of purposes of the Association shall not be altered except in accordance with the Act.
- (2) The provisions for trading and for winding up and disposal of assets contained in these Rules and the statement of purposes of the Association must not be altered without the consent of the Minister.
31. (1) A notice of document may be served by or on behalf of the Association upon any member either personally or by sending it by pre-paid post to the member at the members address shown in the Register of Members, or by facsimile, or electronic

transmission if the member has requested that the notice be given to him or her in this manner.

- (2) A notice or document may be served upon or delivered to the Association or the secretary either personally or by sending it by pre-paid post to the Principle Office of the Association in Victoria, or the address of the secretary shown in the Register of Members (as the case may be).
- (3) Where a notice or document is properly addressed pre-paid and posted to a person it shall be deemed to have been served on the second business day after the date on which it was "posted".

DISPOSAL OF ASSETS

32. (1) The income and property of the Association shall be used and applied solely in promotion of its purposes and the exercise of its powers as set out herein and no proportion thereof shall be distributed paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such members in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association or the provision of services to a member to which he would be entitled in accordance with the purposes if he were not a member PROVIDED THAT no member of the Board shall be appointed to any salaried office of the Association or any office of the Association paid by fees for the provision of administrative and non-medical services.
- (2) If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property, whatsoever, the same shall be given or transferred to some other institution or institutions having purposes similar to the purposes of the

Association, and which prohibits the distribution of its other income and property amongst its or their members to an extent at least as great as is imposed on the Association under or by virtue of this rule such institution or institutions to be determined in accordance with a special resolution of the members of the Association or in the absence of a special resolution of the members by the Registrar.

CUSTODY OF BOOKS

33. Except as otherwise provided in these Rules, the secretary shall keep in his custody or under his control all books, documents and securities of the Association which shall be available for inspection, and for a copy to be provided free of charge to members at all reasonable times upon request.

SOURCES OF FUNDS

34. (1) The funds of the Association shall be derived from entrance fees, annual subscriptions, donations and such other sources as the Board determines.

- (2) The Association may engage in trading activities in accordance with section 51(4) of the Act.

DISPUTES AND MEDIATION

35. (1) The grievance procedure set out in this Rule applies to disputes under these Rules between –
- (a) A member and another member; or
 - (c) a member and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible resolve the dispute within 14 days after the dispute comes to the attention of all the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be –
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between a member and another member, or a person appointed by the Board of the Association; or
 - (ii) in the case of a dispute between a member and the Association, a person who is a mediator appointment or employed by the Dispute Settlement Centre of Victoria (Department of Justice).
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must –
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at law.

APPENDIX 1

Application for Ordinary or Associate (delete relevant category) membership of SKIN HEALTH INSTITUTE INCORPORATED

I,
(Full name of applicant)

of
(Address)

....., desire to become an Ordinary/Associate (delete relevant category) Member of SKIN HEALTH INSTITUTE.

In the event of my admission as a member, I agree to be bound by the rules of the Association for the time being in force.

.....
Signature of Applicant

Date

I,, a member of the Association, nominate the applicant,
(Name)

who is personally known to me, for membership of the Association.

.....
Signature of Proposer

Date

I,, a member of the Association, second the nomination of
(Name)

the applicant, who is personally known to me, for membership of the Association.

.....
Signature of Secunder

Date

20.

APPENDIX 2

Application for Affiliate Membership of SKIN HEALTH INSTITUTE INCORPORATED

We,

.....
(Full name of applicant organisation)

of
(Address)

an organistaion that meets the criteria for Affiliate Membership of the SKIN HEALTH INSTITUTE,
desire to become an Affiliate Member of the Association.

In the event of our admission as an Affiliate Member, we agree to be bound by the rules of the
Association for the time being in force.

Signed by)
in his/her capacity as)
of the Applicant and duly authorised to sign this)
application)

Date

APPENDIX 3

FORM OF APPOINTMENT OF PROXY

I, of,

being a member of SKIN HEALTH INSTITUTE INCORPORATED hereby appoint

..... of,

being a member of that Incorporated Association, as my proxy to vote for me on my behalf at the general meeting of the Association (annual general meeting or special general meeting, as the case may be) to be held on theday of20..... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

Signed:

The day ofin the year.....

SCHEDULE 1

Benefits of Associate Membership

Access to all newsletters published by the Association

Access to educational offerings, visits to the Association

Research collaboration

Access to the Association's facilities for training and observer visits

Such other benefits as may be determined by the Board from time to time.

SCHEDULE 2

Benefits of Affiliate Membership

Access to all newsletters published by the Association

Access to the Association's website

Linking to Association's website where such is agreed to by the Board

Such other benefits as may be determined by the Board from time to time.