



**International League  
of Dermatological Societies**  
*Skin Health for the World*

# **The International League of Dermatological Societies**

## **Articles of Association**

THE COMPANIES ACT 2006 (UK)  
CHARITABLE COMPANY LIMITED BY GUARANTEE AND  
NOT HAVING SHARE CAPITAL

As amended by Special Resolutions passed on 7 December 2005; 2 October  
2007; 12 June 2019 and on 6 July 2023 (Incorporated on 27 May 2005)

Company No: 05466148  
Charity No: 1111469

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# The International League of Dermatological Societies

## Articles of Association

### PART A — GENERAL

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#### 1. Name of the Charity

- 1.1. The name of the Charity is The International League of Dermatological Societies.

#### 2. Type of Charity

- 2.1. The Charity is a not-for-profit private company limited by guarantee incorporated under the Companies Act 2006 (UK) and is a charity.
- 2.2. The assets and income of the Charity must be applied solely in furtherance of the Objects and no portion of the income or assets of the Charity may be paid or transferred, directly or indirectly, to any Member.
- 2.3. Provided that it is done in good faith, the Charity may:
  - a) pay a Member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Charity;
  - b) make a payment to a Member in carrying out the Charity's Objects; or
  - c) make a payment for any other bona fide reason for the attainment of the Objects.
- 2.4. This Articles comprises a contract between:
  - a) the Charity and each Member;
  - b) the Charity and each Director;
  - c) the Charity and the Company Secretary.
- 2.5. Each Member must contribute an amount not more than £1 to the property of the Charity if the Charity is wound up while the Member is a Member, or within 12 months after they stop being a Member, and this contribution is required to pay for the:
  - a) debts and liabilities of the Charity that exceed the Charity's assets incurred before the Member stopped being a Member; and
  - b) costs of winding up.

#### 3. Objects

- 3.1. The Objects of the Charity are to encourage the world-wide advancement of dermatological education, care and sciences by:
  - a) improving the knowledge, skill and practice of those professionals practising dermatology and other professionals engaged in research into, and teaching about, diseases affecting the skin;

- b) improving the care of those suffering from skin diseases and promoting good skin health by protecting and preserving health and relieving those in need in such ways and in such parts of the world as the Directors see fit from time to time; and
- c) by publicising advances in dermatological sciences with the aim of stimulating and promoting further research into the same and supporting such research.

#### 4. Powers of the Charity

- 4.1. The Charity has the following powers which may be used only to carry out its Objects:
  - a) the powers of an individual; and
  - b) all the powers of a company limited by guarantee under the Companies Act.

#### 5. Definitions

- 5.1. In these Articles, except as so far as the context or subject matter otherwise indicates or requires:

**Act** means the Companies Act 2006 (UK) as modified or amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the Charity;

**Board** means some or all of the Directors acting as the Board of Directors of the Charity;

**By-law** means the rules and regulations made by the Board in consistence with these Articles;

**Charity Commission** means the Charity Commission for England and Wales;

**Circulation Date** means the date on which copies of a Members' resolution and/or any accompanying Members' statement are sent or submitted or, if copies are sent or submitted to Members on different days, the first of those copies to Members.

**Code of Conduct** means the code of conduct applicable to Members and as amended by the Board from time to time;

**Company Secretary** means an individual appointed as the Charity's company secretary under these Articles;

**Director** means an individual elected or appointed as Director of the Charity;

**General Meeting** means a meeting of the Members, with Voting Member representatives being able to vote, and includes an Annual General Meeting;

**Member** means an organisation admitted as a member of the Charity in accordance with these Articles;

**Region** means a geographical segmentation of the membership as defined in the By-laws;

**Representative** means an individual appointed as representative by a Member in accordance with these Articles;

**Voting Member** means a Member Society or an Affiliated Society.

## **6. Interpretation**

6.1. The following rules of interpretation apply unless any contrary intention appears in these Articles, or the context requires otherwise:

- a) mandatory provisions of the Companies Act override any clause in these Articles which is inconsistent with that Act;
- b) a word or expression that is defined or used in the Companies Act or the Regulations and covering the same subject has the same meaning as in these Articles;
- c) reference to an act includes every amendment, re-enactment, or replacement of that act and any subordinate legislation made under that act such as regulations;
- d) a reference to a clause or sub-clause is to a clause or sub-clause of these Articles;
- e) where a word or phrase is defined, its other grammatical forms or parts of speech have corresponding meaning;
- f) reference to a person is a reference to an individual, company, any other body corporate, partnership, joint venture, association or other body whether or not incorporated;
- g) the words 'writing' and 'written' include any mode of representing or reproducing, including electronically, words, figures, drawings or symbols in a visible or communicable form;
- h) headings are for convenience only and do not affect the interpretation of these Articles;
- i) the words 'including', 'for example', or similar expressions do not limit the inclusions or examples;
- j) a gender includes all genders;
- k) singular includes plural and vice versa.

## **PART B — MEMBERSHIP**

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### **7. Classes of Membership**

7.1. There are three classes of Member:

- a) Member Societies consisting of the national societies of dermatology within the field of dermatology;
- b) Affiliated Societies consisting of international or regional societies of dermatology or specialist societies within the field of dermatology; and

- c) Observer Societies consisting of other societies within the field of dermatology that are not eligible to become a Member Society or an Affiliated Society.
- 7.2. The Board may provide for categories of Members within each class on such terms and conditions as the Board determines.
- 7.3. The Board may from time to time determine additional requirements for admission as a Member or as a Member in a particular class or category of membership.

## **8. Rights of Members**

- 8.1. Voting rights and allocation of votes shall be defined in the By-Laws and be consistent with the following:
- a) Each Member Society will have the number of votes based on the number of dues-paying members of that Member Society;
  - b) Each Affiliated Society is entitled to one vote;
  - c) Observer Societies are not entitled to vote.
- 8.2. Member Societies and Affiliated Societies have the following rights:
- a) to receive notices of and to attend General Meetings;
  - b) to submit items of business for consideration at a General Meeting;
  - c) to vote at General Meetings and on resolutions put to the membership and on the election of Directors;
  - d) to nominate an approved individual to be a candidate for election as Director;
  - e) to have access to the minutes of General Meetings and other documents of the Charity as provided under the Act; and
  - f) to inspect the register of Members.
- 8.3. Observer Societies have the following rights:
- a) to receive notices of and to attend General Meetings;
  - b) to have access to the minutes of General Meetings and other documents of the Charity as provided under the Act; and
  - c) to inspect the register of Members.
- 8.4. The Board may extend benefits and privileges of membership that may differ between classes and categories of membership and within classes and categories of membership, but no such benefits or privileges shall affect the rights of Members.
- 8.5. A Member who has not paid any fees payable by the due date will not be entitled to exercise their rights while the fee remains unpaid.
- 8.6. The rights of a Member are not transferrable and terminates upon cessation of membership.
- 8.7. Members shall conduct themselves in accordance with:
- a) these Articles;

- b) any By-Laws; and
- c) the Code of Conduct.

## **9. Representatives of Members**

- 9.1. Each Member will nominate to the Company Secretary at the time of application for membership the name of one individual, to be called the Representative, who will represent that Member at General Meetings.
- 9.2. A Member may by notice to the Company Secretary change its Representative.
- 9.3. The Company Secretary will keep a register of Representatives.

## **10. Application for Membership**

- 10.1. An application for membership must be in a form prescribed by the Board.
- 10.2. The Board may approve or reject an application of membership.
- 10.3. The Board is not required to give a reason for the rejection of any application for membership.
- 10.4. The Board may delegate the consideration and determination of any membership application.
- 10.5. Once made, written notice of the Board or their delegate's decision shall be sent to the applicant.
- 10.6. The acceptance of an applicant to be a Member is subject to payment of any applicable fees and is void if payment is not made in accordance with these Articles or the By-Laws.
- 10.7. If the applicant is not admitted to membership, then any moneys paid by them for membership must be returned to them in full.
- 10.8. Subject to these Articles an applicant becomes a Member and is entitled to exercise the rights and privileges of that membership when their name is entered in the register of Members.
- 10.9. A Member must promptly notify the Company Secretary of any change to their details as recorded in the register of Members.

## **11. Membership Fees**

- 11.1. The Board may set any joining fee and membership fees and may determine different fees:
  - a) for different classes or categories of membership;
  - b) within classes or categories of membership; or
  - c) for different Members.
- 11.2. The Board may in its discretion waive or vary the amount of any membership fee.
- 11.3. If any membership fee remains unpaid for a period of three months after it becomes due, written notice will be given to the Member of that fact.



- 11.4. If any fee remains unpaid more than three months after the date of the notice, the Member's membership is terminated unless the Board resolves otherwise.

## **12. Ceasing to be a Member**

- 12.1. A Member ceases to be a Member:
- a) if they resign;
  - b) if they are wound up or dissolved;
  - c) if their membership is terminated or if they are expelled under these Articles;
  - d) if they cease to satisfy the criteria to be a Member, on the date that the Board resolves to terminate the membership;
  - e) if they are convicted of corporate criminal liability, on the date that the Board resolves to cease the membership;
  - f) if the Member fails to provide any information required by the Board as part of the renewal process, unless the Board resolves otherwise;
  - g) in any other circumstances prescribed in the terms of membership applicable to the Member; or
  - h) on the failure to satisfy any undertaking given by the Member upon them being admitted as a Member, on the date that the Board resolves to cease the membership.
- 12.2. The Board may waive any grounds for cessation of membership or any breach of these rules by a Member and readmit any Member as a Member as it thinks fit.
- 12.3. Upon ceasing to be a Member, the Member's name will be removed from the register of Members.
- 12.4. Any Member ceasing to be a Member:
- a) remains liable for any money owing by that Member to the Charity and, if the Charity is wound up within one year of the date the Member ceases to be a Member, the guarantee under these Articles;
  - b) shall not be entitled to any refund, in full or part, of any membership fees paid; and
  - c) shall not be readmitted as a Member until any unpaid moneys outstanding at the time they ceased to be a Member are paid including any interest or other charges levied on any outstanding moneys.

## **13. Disciplining or Expulsion of Member**

- 13.1. Without limiting any other way, the Board may suspend or expel a Member from the Charity if the Board considers that the Member has:
- a) failed to comply with these Articles and/or the By-Laws;
  - b) failed to comply with the Code of Conduct;

- c) acted in a manner prejudicial to the interests of the Charity; or
  - d) acted in a manner that renders it undesirable that the Member continues to be a Member.
- 13.2. At least 28 days before the Board suspends or expel a Member, the Company Secretary must notify the Member in writing that:
- a) the Board is considering disciplinary action which shall be specified, and the date place and time that such proposed disciplinary action will be considered by the Board;
  - b) the reason for such proposed disciplinary action; and
  - c) that the Member may explain or defend themselves by:
    - i. sending the Board a written explanation; and/or
    - ii. speaking at a meeting of the Board convened for that purpose. However, the Member may not be present during Board deliberations or voting on the resolution unless the Board allows.
- 13.3. After considering any explanation, the Board may:
- a) take no further action;
  - b) warn the Member;
  - c) suspend the Member's rights as a Member for a period of no more than 12 months;
  - d) expel the Member;
  - e) refer the decision to an unbiased, independent person on the condition that the person can only make a decision that the Board could have made; or
  - f) require the matter to be determined at a General Meeting.
- 13.4. The Company Secretary must give written notice to the Member of the decision promptly.
- 13.5. There will be no liability for any loss or injury suffered by the Member as a result of any decision made in good faith under this clause relating to disciplining or expulsion of a Member.
- 13.6. Subject to these Articles, a Member may request the Board to reconsider any action it takes regarding suspension or expulsion.
- 13.7. A Member expelled by resolution of the Board may appeal against that resolution. Such an appeal, to be called an Appeal Notice, must be made in writing and must be received within 14 days after the date of the notice of expulsion or such longer time as the Board may decide in their complete discretion.
- 13.8. If an Appeal Notice is received by the Board within the required timeframe:
- a) the Board must ensure that within two months after receipt of the Appeal Notice, a resolution to overturn the expulsion is considered by the Voting Members at a General Meeting to consider this resolution

only, with such resolution to be approved by special resolution of the Voting Members;

b) the Member must be given a reasonable opportunity to make representations in relation to the decision of the Board to expel that Member which may include making representations in writing prior to the General Meeting or addressing the General Meeting or both, in accordance with the policies and procedures of the Charity in relation to such matters.

13.9. If the resolution to expel the Member is not overturned by the Voting Members at the General Meeting, the Member's expulsion takes effect from the date of the notice of expulsion.

13.10. If the Voting Members overturn the expulsion, then the Member's membership continues in full effect, with the suspension lifted from the date of the General Meeting.

## **PART C — GENERAL MEETINGS**

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### **14. Calling a General Meeting**

14.1. The Board may call a General Meeting.

14.2. A General Meeting, called the Annual General Meeting, must be held within nine months after the close of the financial year.

14.3. Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:

- a) a review of the Charity's activities;
- b) a review of the Charity's finances; and
- c) presentation of any auditor's report.

14.4. A General Meeting may be held at one or more venues, or wholly or partly online or virtually, using any technology that gives the Members a reasonable opportunity to participate, including to hear and be heard.

14.5. Anyone using the agreed technology is taken to be present in person at the General Meeting.

14.6. A virtual General Meeting and a General Meeting that is partly held using technology, and partly in person, is deemed to have been held at the Charity's registered office.

14.7. A General Meeting must be held:

- a) at a reasonable time;
- b) at a reasonable location or locations if the meeting is being held at a physical location or locations and any of the Members are entitled to physically attend the meeting; and
- c) to give the persons entitled to attend the meeting, as a whole, a reasonable opportunity to participate without being physically present in the same place if virtual meeting technology is used to hold the meeting.

- 14.8. A General Meeting is taken to be held at a reasonable time if any of the following applies:
- a) if there is only one location at which the Members who are entitled to physically attend the meeting may do so - the meeting is held at a time that is reasonable at the location;
  - b) if there are two or more locations at which the Members who are entitled to physically attend the meeting may do so - the meeting is held at a time that is reasonable at the main location for the meeting as set out in the notice of the meeting;
  - c) if the meeting is held using virtual meeting technology - the meeting is held at a time that is reasonable at the Charity's registered office.
- 14.9. If Members with at least 5% of the votes that may be cast at a General Meeting make a written request to the Charity for a General Meeting to be held, the Board must:
- a) within 21 days of the Members' request, give all Members notice of a General Meeting;
  - b) hold the General Meeting within 28 days after the notice convening the General Meeting.

## **15. Notice of a General Meeting**

- 15.1. Notice of a General Meeting must be given to:
- a) each Member;
  - b) each Director; and
  - c) the auditor, if any.
- 15.2. Notice of a General Meeting must include:
- a) the time, date and place of the General Meeting or the technology, or both, that will be used to facilitate the General Meeting;
  - b) if virtual meeting technology is to be used in holding the meeting—sufficient information to allow the members to participate in the meeting by means of the technology;
  - c) if applicable, that a special resolution is to be proposed and the words of the proposed resolution; and
  - d) a statement that Members have the right to appoint a proxy.
- 15.3. Notice of a General Meeting must be provided in writing at least 28 days before the meeting.
- 15.4. Notice of a General Meeting may be provided less than 28 days before the meeting if:
- a) for an Annual General Meeting, all the Members entitled to attend and vote at the Annual General Meeting agree beforehand; or
  - b) for any other General Meeting, Members with at least 90% of the votes that may be cast at the meeting agree beforehand.

- 15.5. Notice of a General Meeting cannot be provided less than 28 days before the meeting if a resolution will be moved to:
  - a) remove a Director;
  - b) appoint a Director in order to replace a Director who was removed, or
  - c) remove an auditor.
- 15.6. The accidental failure to give notice of any General Meeting to, or the non-receipt of notice of a General Meeting by, any Member entitled to receive notice will not invalidate the proceedings at or any resolution passed at the General Meeting.
- 15.7. A Member's attendance at a General Meeting waives any objection that the Member may have to a failure to give notice, or the giving of a defective notice, of the General Meeting.

## **16. Quorum at a General Meeting**

- 16.1. The quorum for the transaction of the business of a General Meeting shall be the number of Members entitled to vote present in person, by proxy or by Representative equal to double the number of current Directors.
- 16.2. When determining whether a quorum is present, a person may only be counted once even if that person is a Representative or proxy of more than one Member.
- 16.3. No business may be conducted at a General Meeting if a quorum is not present.
- 16.4. If a quorum is not present within 30 minutes after the time appointed for a General Meeting:
  - a) if convened by or on requisition of, Members is dissolved; and
  - b) in any other case stands adjourned to such other day, time and place as the Board appoints by notice to the Members and others entitled to notice of the meeting.

## **17. Chairperson of a General Meeting**

- 17.1. The President will preside as chairperson of each General Meeting.
- 17.2. If there is no President, or the President is absent from a General Meeting, or is unable or not willing to act as chairperson of the meeting or of part of the meeting, then the following persons shall preside as chairperson of the General Meeting in the order of precedence:
  - a) the Secretary General;
  - b) any other Director present who has been appointed as chairperson by those other Directors present; or
  - c) a Member's Representative present chosen by a majority of the Voting Members.
- 17.3. The chairperson of a General Meeting is responsible for the conduct of the meeting. Any question arising at a General Meeting relating to the order

of business, procedure or conduct of the meeting must be referred to the chairperson whose decision is final.

- 17.4. The chairperson of a General Meeting may at any time they consider it necessary or desirable for the proper and orderly conduct of the meeting:
  - a) impose a limit on the time that a person may speak on a motion or other item of business, question, motion or resolution being considered by the meeting;
  - b) terminate debate or discussion; and
  - c) adopt any procedures for casting or recording votes at the meeting whether on a show of hands or a poll.
- 17.5. The chairperson of a General Meeting may at any time during the course of a General Meeting, adjourn the meeting from time to time and from place to place, but no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 17.6. When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given as in the case of an original meeting.

## **18. Proxies at a General Meeting**

- 18.1. A Member is entitled to appoint a proxy by notice given to the Charity at the address stated in the notice which may be an electronic address at least 48 hours before the time of the General Meeting in respect of which the proxy is appointed.
- 18.2. The Board may prescribe a form of proxy, however a proxy will be valid provided an instrument appointing a proxy:
  - a) is in writing;
  - b) contains the Member's name and address, the Charity's name, the proxy's name or the office held by the proxy;
  - c) contains the details of the General Meeting at which the appointment may be used; and
  - d) has the details as to how the proxy is to vote on the matters before the General Meeting.
- 18.3. In the event of a Member not nominating a particular person as proxy on the proxy form, the proxy shall be exercised by the chairperson of the General Meeting.
- 18.4. Unless the Charity receives written notice before the start or resumption of a General Meeting at which a proxy votes, a vote cast by the proxy holder is valid even if, before the proxy votes, the appointing Member:
  - a) revokes the proxy's appointment; or
  - b) revokes the authority of a representative or agent who appointed the proxy.
- 18.5. A proxy holder need not be a Representative of a Member.

- 18.6. A proxy holder does not have the authority to speak and vote for a Member at a General Meeting while the Member has a Representative at the meeting.

## **19. Methods of Voting at a General Meeting**

- 19.1. A resolution put to the vote of a General Meeting shall be decided on a show of cards indicating the number of votes held unless a poll is required under these Articles or the Act, or demanded by:
- a) the chairperson of the General Meeting;
  - b) at least 5 Members entitled to vote on the resolution; or
  - c) Members with at least 5% of the votes that may be cast on the resolution on a poll.
- 19.2. A poll requested on a resolution at a General Meeting must be taken in the manner and at the time and place the chairperson of the meeting directs.
- 19.3. The result of a poll requested and taken on a resolution of a General Meeting is a resolution of that meeting.
- 19.4. A Voting Member entitled to vote at a General Meeting may vote by direct vote using electronic means where such an option is offered by the Board.
- 19.5. The Board may prescribe By-Laws in relation to direct voting, including specifying the form, method and timing of giving a direct vote at a meeting in order for the vote to be valid.
- 19.6. An objection to the qualification of a Voting Member to vote at a General Meeting:
- a) must be raised before or at the meeting at which the vote objected to is given or tendered; and
  - b) must be referred to the chairperson of the meeting whose decision on the qualification to vote is final.
- 19.7. If virtual meeting technology is used in holding a meeting and a document is required or permitted to be tabled at the meeting, the document is taken to have been tabled at the meeting if the document is:
- a) given to the persons entitled to attend the meeting whether physically or using virtual meeting technology before the meeting; or
  - b) made accessible to the persons attending the meeting whether physically or using virtual meeting technology during the meeting.

## **20. Decisions at a General Meeting**

- 20.1. A Voting Member may exercise their vote(s) by the Member's Representative, by proxy or when applicable by direct vote.
- 20.2. Unless otherwise required by these Articles or the Companies Act, questions arising at a General Meeting are to be decided by ordinary

resolution, which is a resolution passed by a simple majority of the votes cast.

## **21. Minutes of General Meetings**

21.1. The Board must ensure that minutes are taken and kept of each General Meeting.

## **22. Cancellation or Postponement of a General Meeting**

22.1. The Board in its discretion may cancel, postpone or change the venue of an upcoming General Meeting, by giving notice of the changes.

## **23. Members' Resolutions at a General Meeting**

23.1. Members with at least 5% of the votes that may be cast on a resolution may give:

- a) written notice to the Charity of a resolution they propose to move at a General Meeting, such resolution being one that may be properly considered at a General Meeting (Members' resolution); and/or
- b) a written request to the Charity that the Charity give all of its Members a statement about a proposed resolution or any other matter that may properly be considered at a General Meeting (Members' statement).

23.2. A notice of a Members' resolution must set out the wording of the proposed resolution and be signed by the Members proposing the resolution.

23.3. A request to distribute a Members' statement must set out the statement to be distributed and be signed by the Members making the request.

23.4. Separate copies of a document setting out the notice or request may be signed by Members if the wording is the same in each copy.

23.5. The percentage of votes that Members have is to be worked out as at midnight before the request or notice is given to the Charity.

23.6. The Charity must send or submit the copies of the Members' resolution and any accompanying Members' statement to every eligible Member (or, if copies are sent or submitted to Members on different days, the first of those copies) not more than 21 days after the Charity has received requests that it do so from Members with at least 5% of the votes that may be cast on a resolution.

23.7. A Members' resolution in writing agreed by the required majority of eligible Members that may be cast on a resolution had it been proposed at a general meeting shall be effective provided that:

- a) a copy of the proposed resolution has been sent to every eligible Member;
- b) a required majority of Members has signified its agreement to the resolution; and



- c) it is contained in an authenticated document which has been received by the Charity within the period of 28 days beginning with the Circulation Date.
- 23.8. In the case of a Member that is an organisation, its authorised Representative may signify its agreement.
- 23.9. The expense of the Charity in complying with the circulation of a written resolution proposed by Members must be paid by the Members who requested the circulation of the resolution unless the Charity resolves otherwise.
- 23.10. The Charity does not need to send the notice of proposed Members' resolution or a copy of the Members' statement to Members if:
- a) it is more than 1,000 words long;
  - b) the Board considers it may be defamatory;
  - c) the Members who proposed the resolution or made the request have not paid the Charity enough money to cover the cost of sending the notice of the proposed Members' resolution or a copy of the Members' statement to Members; or
  - d) in the case of a proposed Members' resolution, the resolution does not relate to a matter that may be properly considered at a General Meeting or is otherwise not a valid resolution able to be put to the Members.

## **PART D — BOARD OF DIRECTORS**

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### **24. Board Composition**

- 24.1. The Board will have up to 20 Directors, comprising:
- a) up to 12 Directors elected by the Voting Members from their Region with the number of Directors from each Region to be prescribed in the By-Laws, with these Directors designated as **Regional Directors**; and
  - b) up to 4 Directors from any Region elected by the Voting Members, with these Directors designated as **International Directors**; and
  - c) up to 4 Directors appointed by the Board, subject to clause 29.2, with these Directors designated as **Appointed Directors**.

### **25. Eligibility of Directors**

- 25.1. A person is eligible for election or appointment as a Director if they:
- a) are over the age of 18 years;
  - b) are a nominee of a Voting Member in the case of Regional Directors and International Directors;
  - c) give the Charity their signed consent to act as a Director of the Charity;
  - d) are not ineligible to be a Director under law, including the Act; and

e) are not an employee of the Charity.

## **26. Term of Directors**

- 26.1. Elections will be held in 2023 and every four years thereafter.
- 26.2. The term of office of a Regional Director and an International Director commences at the conclusion of the Annual General Meeting of an election year and ends at the conclusion of the Annual General Meeting four years later.
- 26.3. The term of office of an Appointed Director commences at the time of the resolution of the Board appointing the Director and ends at the conclusion of the Annual General Meeting of an election year.
- 26.4. A retiring Director, if eligible, may be re-elected or re-appointed.
- 26.5. The maximum continuous period for which a person may hold office as a Director is 12 years, excluding any period of a person's appointment to fill a casual vacancy under these Articles.
- 26.6. A person who has held office as a Director for the maximum continuous period is eligible for re-election or reappointment after a period of two years from the date that the person last held office as a Director.

## **27. Election of Directors**

- 27.1. The Board shall make By-Laws regarding the procedures for the conduct of elections and the nomination process.
- 27.2. Prior to an Annual General Meeting in an election year, the Board will:
  - a) confirm the number of Regional Directors and International Directors to be elected by the Voting Members; and
  - b) give notice of the number of vacancies that may be filled and invite nomination of candidates from eligible Voting Members.
- 27.3. Nominations must be received by the Company Secretary in the time prescribed by the Board.
- 27.4. The nomination form will:
  - a) be in writing in the form determined by the Board;
  - b) include any required information such as the candidate's skills and experience as determined by the Board; and
  - c) contain the signed consent of the candidate.
- 27.5. If there are more candidates for election than there are vacant positions to be filled, then a ballot will be conducted in accordance with the By-Laws set by the Board.
- 27.6. If a ballot is to be conducted, the Board may appoint a returning officer who must not be a Director nor a candidate.
- 27.7. Any unfilled positions as a result of an insufficient number of approved candidates shall be deemed casual vacancies.

## **28. No Alternate Directors**

28.1. Directors are not entitled to appoint alternate directors.

## **29. Office Bearers**

29.1. The Board will elect from amongst the Directors the following office bearers:

- a) President;
- b) Secretary General; and
- c) Treasurer.

29.2. The Immediate Past President may choose to be one of the Appointed Directors, in which case the Board may appoint up to three Appointed Directors.

29.3. The President, Secretary General and Treasurer shall be appointed at the first Board meeting following the Annual General Meeting in an election year, or at any time a vacancy arises.

29.4. The Directors appointed as President, Secretary General or Treasurer will hold office until the conclusion of the Annual General Meeting in an election year.

29.5. No Director may serve as President for more than one consecutive term.

29.6. The Office Bearers will have such powers and duties as specified in this Charity, as required by law and as determined by the Board.

29.7. The Office Bearers will not hold office beyond their retirement or removal from the Board as a Director.

## **30. Powers of the Board**

30.1. The business of the Charity is to be under the direction of the Board who may exercise all the powers of the Charity that are not required by the Act or by these Articles to be exercised by the Charity in General Meeting.

## **31. Duties of Directors**

31.1. The Directors must comply with their duties as Directors under legislation and common law.

31.2. The Directors must comply with the following duties:

- a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Director of the Charity;
- b) to act in good faith in the best interests of the Charity and to further the Objects of the Charity;
- c) not to misuse their position as a Director;
- d) not to misuse information they gain in their role as a Director and to maintain the confidentiality of information received in their role as a Director;
- e) to disclose any perceived or actual material conflicts of interest in the manner set out in these Articles;

- f) to ensure that the financial affairs of the Charity are managed responsibly; and
- g) not to allow the Charity to operate while it is insolvent.

### **32. Delegation of Powers**

32.1. The Board may delegate any of its powers to:

- a) a committee;
- b) a Director;
- c) an employee of the Charity; or
- d) any other person,

and may revoke that delegation.

32.2. The delegate must exercise the powers delegated in accordance with any directions, terms and conditions as set by the Board.

### **33. By-Laws**

33.1. The Board may from time to time may make, amend, or repeal such By-Laws as it determines are appropriate for the purposes of giving effect to any provision of these Articles or to govern the procedures and activities of the Charity.

33.2. Such By-Laws:

- a) must be consistent with the provisions in these Articles; and
- b) when in force is binding on all Members.

### **34. Payments to Directors**

34.1. Directors are not entitled to be paid fees for acting as a Director.

34.2. Directors are entitled to:

- a) be reimbursed for expenses properly incurred by the Director in connection with the affairs of the Charity; and
- b) be paid for any work they do for the Charity, other than as a Director, if the amount is no more than a reasonable fee for the work done.

34.3. The Charity may pay premiums for insurance indemnifying Directors, as allowed for by the Act and these Articles.

### **35. Ceasing to be a Director**

35.1. In addition to any other way, a Director ceases to be a Director if they:

- a) resign by written notice to the Company Secretary;
- b) are subject to any of the circumstances prescribed by the Act resulting in the ending or vacating of the office;
- c) become of unsound mind or a person who is, or whose estate is, liable to be dealt with in any way under the law relating to mental health unless in the opinion of a majority of Directors the Director can

fully participate in the governance of the Charity, despite their mental incapacity;

- d) die;
- e) become bankrupt or make any arrangement or composition with their creditors generally, unless, subject to the Act, the Board resolves otherwise;
- f) are convicted on indictment of an offence and the Board does not at the next meeting of the Board after that conviction resolve to confirm the Director's appointment to the office of Director;
- g) are absent from two consecutive meetings of the Board unless at the next meeting of the Board, the Board resolves otherwise;
- h) fail to disclose a material personal interest in breach of the law unless at its next meeting the Board resolves otherwise;
- i) are removed as a Director by ordinary resolution of the Charity in General Meeting;
- j) become a paid employee of the Charity; or
- k) are found guilty by a tribunal, industrial commission, court of competent jurisdiction or other similar authority of engaging in discriminatory conduct or harassment towards employees of the Charity or other Members or their employees.

### **36. Casual Vacancies on the Board**

- 36.1. If a casual vacancy in the position of an International Director occurs, the Board may appoint an eligible individual to fill the vacancy until the end of the predecessor's term.
- 36.2. If a casual vacancy in the position of a Regional Director occurs, the Board may appoint an eligible individual from the relevant Region to fill the vacancy until the end of the predecessor's term.

### **37. Frequency of Board Meetings**

- 37.1. The Board may meet together including by technological means for the despatch of business and adjourn and otherwise regulate its meetings as frequently and in the manner as it sees fit.

### **38. Calling a Board Meeting**

- 38.1. The President or any two Directors may at any time, and, upon the request of the President or any two Directors, the Company Secretary, must convene a Board meeting.

### **39. Notice of a Board Meeting**

- 39.1. Unless special circumstances apply, at least 48 hours' notice must be given to each Director of the place, date and time of a Board meeting.
- 39.2. Notice of a Board meeting must be given by such means as have been agreed by the Directors.

- 39.3. Non-receipt of any notice of a Board meeting by a Director does not affect the validity of the convening of the meeting.

#### **40. Chairperson of a Board Meeting**

- 40.1. The President is entitled to chair all Board meetings.
- 40.2. In the absence of the President, the Secretary General is entitled to chair the Board meetings.
- 40.3. In the absence of the President and Secretary General, the Directors at a Board meeting may choose a Director to be the chair of the meeting.

#### **41. Quorum at a Board Meeting**

- 41.1. The quorum for a meeting of the Board shall be the number that is a majority of the Directors currently in office.
- 41.2. No business may be transacted at a Board meeting unless a quorum of Directors is present during the time the business is dealt with.

#### **42. Decisions of the Board**

- 42.1. A resolution of the Board must be passed by a majority of the votes cast by Directors present and entitled to vote on the resolution.
- 42.2. The Board may pass a resolution, without a meeting of the Board being held if the proposed resolution is sent to the Directors and a majority of Directors, assent to the resolution in writing within the time specified.
- 42.3. A resolution is taken to have been passed on the date the resolution was assented to by the last Director who constituted the majority of Directors in favour.

#### **43. Validity of Acts of Directors**

- 43.1. All acts done at any meeting of the Board or by any individual acting as a Director shall be valid even if it is later discovered that there was a defect in the appointment of an individual as a Director or the individual not being entitled to vote.

### **PART E — ADMINISTRATIVE MATTERS**

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#### **44. Company Secretary**

- 44.1. The Board shall appoint at least one Company Secretary.
- 44.2. The Company Secretary holds office on such terms and conditions as to remuneration and otherwise as the Board determines.
- 44.3. The Board may remove any Company Secretary so appointed, subject to the terms of any contract and the law.
- 44.4. The Company Secretary has such powers and duties as specified in these Articles, as required by the Act, and as determined by the Board.
- 44.5. The Company Secretary is responsible for keeping and managing access to the register of Members.

- 44.6. The Company Secretary must maintain a register of Directors' interests, noting that interests may not necessarily conflict with duties to the Charity.

#### **45. Minutes**

- 45.1. The Charity must keep minute books in which it records:
- a) proceedings and resolutions of General Meetings;
  - b) proceedings and resolutions of Board meetings;
  - c) proceedings of committee meetings;
  - d) resolutions passed by Members without a meeting; and
  - e) resolutions passed by the Board without a meeting
- 45.2. The Charity must ensure that the minutes of a meeting are signed within a reasonable time after the meeting usually within one month by the chairperson of the meeting at which the proceedings were held, or by the chairperson of the next succeeding meeting.

#### **46. Inspection of Records**

- 46.1. The Board must ensure that the minute books for General Meetings of the Charity and for resolutions of Members passed without meetings, are available for inspection by Members in accordance with the Act.
- 46.2. A Member other than a Director does not have the right to inspect any books, records or documents of the Charity except as provided by law or authorised by the Board.

#### **47. Time for Service of Notices**

- 47.1. Where a notice is sent by post, service of the notice is taken to be effected three days after it is posted.
- 47.2. Where a notice is sent by email or other electronic means, service of the notice is taken to be effected on the day it is sent or on the day the Member is advised via the electronic contact address that the notice is accessible electronically.

#### **48. Method for service of Notices**

- 48.1. A notice may be given by the Charity to a Member:
- a) by serving it on the Member personally;
  - b) by sending it by post to the Member's address as shown in the register of Members;
  - c) by sending it to an electronic contact address such as an e-mail address that the Member has supplied to the Charity or using which the Member has contacted the Charity in the past; or
  - d) by making a copy of it accessible electronically and advising the Member of its availability via the electronic contact address.

#### **49. Execution of Documents**

- 49.1. Without limiting the way in which the Charity may execute any approved contract, including as permitted under the Act, the Charity may execute any agreement, deed or other document where it is signed by two Directors or one Director and a Company Secretary.

## **50. Accounts and Audit**

- 50.1. The Charity must make and keep written financial records that:
- a) correctly record and explain its transactions and financial position and performance; and
  - b) enable true and fair financial statements to be prepared and to be audited if required.

## **51. Indemnity and Insurance**

- 51.1. The Charity indemnifies each officer of the Charity out of the assets of the Charity, to the relevant extent, against all losses and liabilities including costs, expenses and charges incurred by that person as an officer of the Charity.
- 51.2. In this clause 51, 'officer' means a Director or Company Secretary and includes a Director or Company Secretary after they have ceased to hold that office.
- 51.3. In this clause 51, 'to the relevant extent' means:
- a) to the extent that the Charity is not precluded by law (including the Act) from doing so; and
  - b) for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person including an insurer under an insurance policy.
- 51.4. The indemnity is a continuing obligation and is enforceable by an officer even though that person is no longer an officer of the Charity:
- 51.5. To the extent permitted by law the Charity may:
- a) purchase and maintain insurance;
  - b) pay or agree to pay a premium for insurance;
- against any liability incurred by the officer as an officer including, but not limited to, a liability for negligence or for reasonable costs and expenses incurred in defending proceedings, whether civil or criminal.

## **52. Changes to the Articles**

- 52.1. The Charity may modify or repeal its Articles, or a provision of its Articles, by a Special Resolution which requires at least 75% of the majority of the votes cast by the Voting Members present in person, by proxy or by Representative.

## **53. Winding Up**

- 53.1. If the Charity is wound up, any surplus assets must not be distributed to a Member or a former Member of the Charity.



- 53.2. Subject to the Act and any other applicable Act, and any court order, any surplus assets that remain after the Charity is wound up must be distributed to one or more organisations:
- a) with objects similar to, or inclusive of, the Objects; and
  - b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Charity.
- 53.3. The decision as to the organisation/s to be given the surplus assets must be made by a special resolution of Voting Members at or before the time of winding up.

#### **54. Transition**

- 54.1. The Directors elected in 2023 prior to the adoption of these Articles will serve as Directors following the adoption of these Articles with their terms expiring at the conclusion of the 2027 Annual General Meeting, unless they vacate office prior in accordance with these Articles.

End of Articles of Association