

CONSTITUTION

of

Psychodermatology UK

(adopted on 28.1.10)

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Name

1. The name of the association is "Psychodermatology UK".

Objects

2. The association's object is to provide a multidisciplinary forum for the furthering of psychodermatology in the United Kingdom

Powers

3. In pursuance of the object set out in clause 2 (but not otherwise), the association shall have the following powers:-

(a) To meet at least yearly

(b) To carry on any other activities which further the above object.

(c) To improve, manage, develop, or otherwise deal with, all or any part of the property and rights of the association.

(d) To engage such consultants and advisers as are considered appropriate from time to time.

(e) To effect insurance of all kinds (which may include officers' liability insurance).

(f) To establish and/or support any other charitable body, and to make donations for any charitable purpose falling within the association's objects.

(n) To take such steps as may be deemed appropriate for the purpose of raising funds for the association's activities.

(o) To accept grants, donations and legacies of all kinds (and to accept any reasonable conditions attaching to them).

(p) To do anything which may be incidental or conducive to the furtherance of any of the association's object.

General structure

4. The structure of the association shall consist of:-

(a) the MEMBERS - who have the right to attend the annual general meeting (and any special general meeting) and have important powers under the constitution; in particular, the members elect people to serve on the management committee and take decisions in relation to changes to the constitution itself

(b) the MANAGEMENT COMMITTEE - who hold regular meetings during the period between annual general meetings, and generally control and supervise the activities of the association; in particular, the management committee is responsible for monitoring the financial position of the association.

Qualifications for membership

5. Membership shall be open to UK dermatologists, psychiatrists, psychologists, dermatology nurses and general practitioners.

Application for membership

6. Any person who wishes to become a member must sign, and lodge with the association, a written application for membership.

7. The management committee may, at its discretion, refuse to admit any person to membership.

8. The management committee shall consider each application for membership at the first management committee meeting which is held after receipt of the application; the management committee shall, within a reasonable time after the meeting, notify the applicant of its decision on the application.

Membership subscription

9. No membership subscription shall be payable currently, but this may change with administration costs. The organisation will be strictly not-for-profit.

Register of members

10. The management committee shall maintain a register of members, setting out the full name and address of each member, the date on which s/he was admitted to membership, and the date on which any person ceased to be a member.

Withdrawal from membership

12. Any person who wishes to withdraw from membership shall sign, and lodge with the association, a written notice to that effect; on receipt of the notice by the association, s/he shall cease to be a member.

Expulsion from membership

13. Any person may be expelled from membership by way of a resolution passed by majority vote at a general meeting (meeting of members), providing the following procedures have been observed:-

(a) at least 21 days' notice of the intention to propose the resolution must be given to the member concerned, specifying the grounds for the proposed expulsion

(b) the member concerned shall be entitled to be heard on the resolution at the general meeting at which the resolution is proposed.

General meetings (meetings of members)

14. The management committee shall convene an annual general meeting in each year (but excluding the year in which the association is formed); not more than 15 months shall elapse between one annual general meeting and the next.

15. The business of each annual general meeting shall include:-

(a) a report by the chair on the activities of the association

(b) consideration of the annual accounts of the association

(c) the election/re-election of members of the management committee, as referred to in clause 30.

16. The management committee may convene a special general meeting at any time.

Notice of general meetings

17. At least 14 clear days' notice must be given (in accordance with clause 63) of any annual general meeting or special general meeting; the notice must indicate the general nature of any business to be dealt with at the meeting and, in the case of a resolution to alter the constitution, must set out the terms of the proposed alteration.

18. The reference to "clear days" in clause 17 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted, and also the day of the meeting, should be excluded.

19. Notice of every general meeting shall be given (in accordance with clause 63) to all the members of the association, and to all the members of the management committee.

Procedure at general meetings

20. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall be 10 members, present in person.

21. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time and place as may be fixed by the chairperson of the meeting.

22. The chair of the association shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the members of the management committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

23. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such time and place as the chairperson may determine.

24. Every member shall have one vote, which (whether on a show of hands or on a secret ballot) must be given personally.

25. If there is an equal number of votes for and against any resolution, the chairperson of the meeting shall be entitled to a casting vote.

26. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two members present in person at the meeting); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

27. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such a manner as the chairperson may direct; the result of the ballot shall be declared at the meeting at which the ballot was demanded.

Maximum number of management committee members

28. The maximum number of members of the management committee shall be 6

Eligibility

29. A person shall not be eligible for election/appointment to the management committee unless he/she is a member of the association.

Election, retiral, re-election

30. At each annual general meeting, the members may (subject to clause 28) elect any member to be a member of the management committee.

31. The management committee may at any time appoint any member to be a member of the management committee (subject to clause 28).

32. At each annual general meeting, all of the members of the management committee shall retire from office - but shall then be eligible for re-election.

Termination of office

33. A member of the management committee shall automatically vacate office if:-

(a) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months

(b) he/she ceases to be a member of the association

(c) he/she resigns office by notice to the association

(e) he/she is absent (without permission of the management committee) from more than three consecutive meetings of the management committee, and the management committee resolve to remove him/her from office.

Register of management committee members

34. The management committee shall maintain a register of management committee members, setting out the full name and address of each member of the management committee, the date on which each such person became a management committee member, and the date on which any person ceased to hold office as a management committee member.

Officebearers

35. The management committee members shall elect from among themselves a chair and a secretary, and such other office bearers (if any) as they consider appropriate.

36. All of the office bearers shall cease to hold office at the conclusion of each annual general meeting, but shall then be eligible for re-election.

37. A person elected to any office shall cease to hold that office if he/she ceases to be a member of the management committee or if he/she resigns from that office by written notice to that effect.

Powers of management committee

38. Except as otherwise provided in this constitution, the association and its assets and undertaking shall be managed by the management committee, who may exercise all the powers of the association.

39. A meeting of the management committee at which a quorum is present may exercise all powers exercisable by the management committee.

Procedure at management committee meetings

40. Any member of the management committee may call a meeting of the management committee or request the secretary to call a meeting of the management committee.

41. Questions arising at a meeting of the management committee shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

42. No business shall be dealt with at a meeting of the management committee unless a quorum is present; the quorum for meetings of the management committee shall be 3.

43. If at any time the number of management committee members in office falls below the number fixed as the quorum, the remaining management committee member(s) may act only for the purpose of filling vacancies or of calling a general meeting.

44. Unless he/she is unwilling to do so, the chair of the association shall preside as chairperson at every management committee meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the management committee members present shall elect from among themselves the person who will act as chairperson of the meeting.

45. The management committee may, at its discretion, allow any person who they reasonably consider appropriate, to attend and speak at any meeting of the management committee; for the avoidance of doubt, any such person who is invited to attend a management committee meeting shall not be entitled to vote.

46. A management committee member shall not vote at a management committee meeting (or at a meeting of a committee) on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the association; he/she must withdraw from the meeting while an item of that nature is being dealt with.

47. For the purposes of clause 52, a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers **or** any firm of which he/she is a partner **or** any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter.

Conduct of members of the management committee

48. Each of the members of the management committee shall, in exercising his/her functions as a member of the management committee of the association, act in the interests of the association; and, in particular, must

(a) seek, in good faith, to ensure that the association acts in a manner which is in accordance with its objects (as set out in this constitution)

(b) act with the care and diligence which it is reasonable to expect of a person who is managing the affairs of another person

(c) in circumstances giving rise to the possibility of a conflict of interest of interest between the association and any other party

(i) put the interests of the association before that of the other party, in taking decisions as a member of the management committee

(ii) where any other duty prevents him/her from doing so, disclose the conflicting interest to the association and refrain from participating in any discussions or decisions involving the other members of the management committee with regard to the matter in question

Minutes

49. The management committee shall ensure that minutes are made of all proceedings at general meetings, management committee meetings and meetings of committees; a minute of any meeting shall include the names of those present, and (as far as possible) shall be signed by the chairperson of the meeting.

Notices

50. Any notice which requires to be given to a member under this constitution shall be in writing; such a notice may either be given personally to the member or be sent by post in a pre-paid envelope addressed to the member at the address last intimated by him/her to the association.

Dissolution

51. If the management committee determines that it is necessary or appropriate that the association be dissolved, it shall convene a meeting of the members; not less than 21 days' notice of the meeting (stating the terms of the proposed resolution) shall be given.

52. A proposal by the management committee to dissolve the association needs to be confirmed by a two-thirds majority of those present and voting at the general meeting convened by the management committee. in the course of the association's existence or on dissolution.

Alterations to the constitution

67. Subject to clause 68, the constitution may be altered by a resolution passed by not less than two-thirds of those present and voting at a general meeting, providing due notice of the meeting, and of the resolution, is given in accordance with clauses 17, 18 and 19.