

28 June 2019

Ms Jennifer Byrne
Chairperson
Australian Society of Dermal Clinicians Inc
PO Box 9206
SOUTH YARRA VIC 3141
By email: chair@dermalclinicians.com.au

Dear Jennifer

Review of ASDC Constitution

Associations Forum appreciates Australian Society of Dermal Clinicians (ASDC) being one of our 500 member organisations. This constitution review is provided as a complimentary member service to your association as a Gold Member.

By way of background, Associations Forum Pty Ltd has been consulting to and providing education and training events for associations since 2004. We are not a law firm and the advice given in this letter is based upon our practical experience and observations from working with hundreds of associations over the last decade.

In this letter the “Act” means the Associations Incorporation Reform Act 2012 (Vic).

We make the following comments on the ASDC constitution.

1. For clarity, it would be preferable for words on Aims, Public Representation, ASDC Member Declaration, Registered Office and Note to be included in the table of contents or removed to other separate documents. Some clauses, such as Financial Members located between clauses 8.7 and clause 9, have no number.
2. If all Full Members have the same rights then we query the need to have 3 levels of Full Membership.
3. One way to structure the membership is to have a voting class of membership and a non-voting class of membership. The constitution should outline broad criteria for each class and give the Committee the power to determine the categories underneath each class and to prescribe in the by-laws any further eligibility requirements.
4. Further to point 2, the constitution should give the Committee the power to create and amend by-laws. By-laws support the constitution but unlike the constitution do not have to be approved by the membership via special resolution at a general meeting.
5. Clause 12 requires membership fees to be determined by the Association at the AGM. The constitution should give the Committee the power to set the membership fees as it has overall responsibility for governance, budget preparation and ensuring financial viability of the organisation. As such, the Committee should have authority to set the membership fees as it sees appropriate without seeking approval from members at a general meeting.
6. Our view is that 1-year terms for Committee members is too short. It is common for terms of office for Committee members to be 2 years with a limit on the number of consecutive years that a director may serve such as 6 or 8 years. Some associations have staggered rotational elections hence minimising the chance of many members departing the Committee at the same time.

7. What are the consequences of a Committee member not complying with clause 45(7)? We note clause 56(2) states that a person ceases to be a committee member if they fail to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 67.
8. Clauses 38.2 and 64(4) gives the chairperson at a general meeting and a Committee meeting a casting vote. We suggest that no individual should be given more votes than other members or directors. In the event of a motion being proposed and resulting in a tied vote, the constitution should state that the motion shall be lost because it has not achieved a majority vote.
9. Part 5 often refers to the Executive Committee, whereas the definitions refer to the Committee. As 'executive' often means including people on paid staff, we suggest the word executive could be removed throughout this section.

Whilst the Constitution serves the ASDC reasonably well, there are some matters that require review as outlined in this letter. We welcome your queries or clarification on any matters in this letter. Thank you for ASDC's membership of Associations Forum.

Kind regards,



John Peacock
Chief Executive Officer
Associations Forum Pty Ltd

PO Box 810, Artarmon NSW 1570 www.associations.net.au Ph: 02 9904 8200
