The Dowling Club Constitution

1. Name
The Club shall be known as the “Dowling Club” (hereinafter referred to as “the Club”).

2. Objects
The objects of the Club are the advancement of the study, practice of and research into the science of dermatology, the fostering of professional relations with dermatologists and the promotion of the further education of Dermatologists by, without prejudice to all and every other power available to the Club:-

   i) arranging meetings to review and discuss the study of, and research into the normal and pathological functions of the skin for the purpose of improving the diagnosis, treatment and cure of dermatological and other related disorders of the human body.

   ii) arranging clinical sessions and academic or educational meetings within any hospital or other appropriate venue within the United Kingdom when the patients with dermatological disorders may be examined by Members.

   iii) arranging visits to any established centre of Dermatological Education or Treatment in any part of the world for the purpose of exchanging information in relation to the diagnosis, treatment and cure of dermatological and other related disorders of the human body.

   iv) arranging the Annual Oration at which the Dowling Orator (to be appointed after the consultation with the president of the club for the time being) will deliver the Dowling lecture (hereinafter referred to as “the Objects”).

3. Powers
In furtherance of the Objects, the Club may:-

   i) engage and pay fees to professional and technical advisors/consultants to assist in the work of the club.

   ii) promote and carry out or assist in promoting or carrying out research, surveys and investigations and where considered appropriate publish the results.

   iii) arrange and provide for or join in arranging and providing for the holding of meetings, lectures, classes, seminars, exhibitions and training courses.

   iv) collect and disseminate information in all matters affecting the Objects and exchange such information with other bodies having similar objects whether in this country or overseas.

   v) cause to be written and printed or otherwise reproduced and circulated, free of charge or for payment, such papers, books, periodicals, pamphlets or other documents or films or recorded tapes (whether audio or visual or both) as shall further the Objects.

   vi) subject to such consents as may be required by law, borrow or raise money for the Objects and accept gifts on such terms and on such security as shall be deemed to be necessary.

   vii) raise funds and invite and receive contributions from any person or persons whatever by way of subscription and otherwise provided that the Club shall
not undertake permanent trading activities in raising funds established for that purpose.

viii) invest the moneys of the Club not immediately required for the Objects in or upon such investments, securities and property as may be thought fit, subject nevertheless to such conditions (if any) As may for the time being be imposed or required by law and

ix) do all such other lawful things as are necessary for the attainment of the objects.

4. Membership
   i) Full membership of the Club shall be open to:-
      a. individuals of 25 yrs and over who are interested in furthering the work of the Club and who have paid the annual subscription as determined by the Club and
      b. National, International and Local Voluntary Organisations, whether corporate or unincorporated, which in the opinion of the Management Committee (hereinafter described) are interested in furthering the said work and have paid the annual subscription as determined by the Club for such organisations.
   ii) Each Member Organisation shall appoint an individual to represent it and vote on its behalf at General Meetings of the Club. In the event of such individuals resigning or otherwise leaving an Organisation he shall forthwith cease to be a representative thereof.
   iii) Each Member Organisation may appoint a Deputy to replace it’s appointed representative if a latter is unable to attend any particular meetings of the club and Observers (who shall not be entitled to vote) to attend any such meeting.
   iv) Honorary Members may be elected at the discretion of the Management Committee but these members shall not be entitled to vote at General Meetings.
   v) The Management Committee shall have the right for good and sufficient reason to terminate the Membership of any individual or Organisation provided that the individual Member concerned or the individual representing such Organisation (as the case may be) shall have the right to be heard by the Management Committee before a final decision is made.

5. Honorary Officers
   i) At the Annual General Meeting, the Club shall, elect a President, Honorary Treasurer and Secretary and such other honorary officers as the Club shall from time to time decide.
   ii) The President and Secretary of the Club shall hold office for a period of one year commencing on the First August immediately following their respective elections. They shall not be eligible for re-election. The Honorary Treasurer shall hold office for a period of three years commencing on the First August following his election. He shall be eligible for re-election for one further period of three years but then may not be re-elected again thereafter.
iii) The President, Honorary Treasurer and Secretary shall be *ex officio* members of the Management Committee and of any other Committee.

6. **Management Committee**
   i) Subject as hereinafter mentioned the policy and management of the affairs of the Club shall be directed by a Management Committee which shall meet whenever the President considers it necessary and shall consist of not less than five or more than seven members.
   
   ii) The Management Committee shall consist of the Honorary Officers, referred to in Clause 5 above, the immediate Past President, the President Elect and two senior members of the club who are practising Dermatologists who shall be elected at the Annual General Meeting of the Club in accordance with Clause 7 hereof.
   
   iii) Save as is herein before provided with respect to the tenure of the office by the Honorary Officers referred to in Clause 5 hereof, membership of the Management Committee shall be for three years. Members of the Management Committee shall not be eligible for re-election.
   
   iv) Any casual vacancy on the Management Committee may be filled by the Committee and any person appointed to fill such a casual vacancy shall hold office until the conclusion of the next General Annual Meeting of the Club and shall be eligible for election at that meeting.
   
   v) The proceedings of the Management Committee shall not be invalidated by any failure to elect or any defect in the election, appointment, co-option or qualification of any Member.
   
   vi) The Management Committee may appoint such special or standing committees or sub-committees as may be considered necessary and shall determine their terms of reference, power, duration and composition. All acts and proceedings of such special or standing committees or sub committees shall be reported back to the Management Committee as soon as possible.

7. **Meetings of the Club**
   The first general meeting of the Club shall be held not later than the 31/05, and once in each year thereafter an Annual General Meeting shall be held at such time (not being more than fifteen months after the holding of the predeceasing Annual General Meeting) and at such place as the Management Committee shall determine. At least twenty-one clear days’ notice of the meeting shall be given in writing by the Secretary to each Member. At such Annual General Meetings the business shall include the consideration of the annual report of the work done by or under the auspices of the management committee, the approval of the accounts, the election of honorary officers, the election of Members to serve on the Management Committee, and the transaction of such other matters as may from time to time be necessary.

8. **Nominations of Honorary Officers and Management Committee Members**
   Only full members of the Club shall be eligible to serve as honorary officers or members of the Management Committee. Nominations for honorary officers or members of the
Management Committee must be made by full Members or the Club and intimated to the Secretary at least five days before the Annual General Meeting. Should nominations exceed vacancies, election shall be by ballot.

9. Rules of Procedure at all Meetings
   i) **Quorum.** The Quorum at the meeting of the Club shall be 20. The quorum at a meeting of the Management Committee or any Committee appointed under Clause 6 (vi) hereof shall be one third of the total actual membership of the Management Committee or such other number as the Club may in general meeting from time to time determine.
   
   ii) **Voting.** Unless it is otherwise specified in this constitution, all questions arising at any meeting shall be decided by a simple majority of those present and entitled to vote. Arrangements for proxy voting may from time to time be made by the Management Committee provided that no such arrangements shall be made with regards to paragraphs 12 and 13. No persons shall exercise more than one vote even if he or she may have been appointed to represent two or more interests, but in the case of an equality of votes the person taking the chair at the meeting shall have a second or casting vote.
   
   iii) **Minutes.** The minutes of meetings of the Club, the Management Committee and Committees, and sub-committees referred to in paragraph 6 shall contain a record of all proceedings, resolutions and decisions.
   
   iv) **Standing Orders.** The management committee shall have power to adopt standing orders for the Club and its committees. Such standing orders which will be consistent with and complimentary to the terms of this constitution, shall come into operation immediately but, if considered necessary, shall be subject to review by the Club in general meeting.

10. Finance
   
   i) All moneys raised by or on behalf of the Club shall be applied to further the Objects of the Club and for no other purpose provided that nothing herein contained shall prevent the payment in good faith of reasonable and proper remuneration to any employee of the Club and fees to professional and technical advisors or the repayment to members of the Management Committee or of any committee or sub-committee appointed under paragraph 6 hereof of reasonable out-of-pocket expenses.
   
   ii) The Treasurer shall keep or shall cause to be kept accounts of the finances of the Club.
   
   iii) A statement of the accounts (to be professionally prepared) for the last financial year shall be submitted by the Management Committee to the Annual General Meeting.
   
   iv) A Bank Account shall be opened in the name of the Club with a Bank or Building Society as the Management Committee shall from time to time decide. The President, Honorary Treasurer and Secretary or any two of them shall sign cheques on behalf of the Club.
11. Property

The title to all property, heritable and moveable, which may be acquired by or on behalf of the Club shall be vested in the names of the President, Secretary, and Honorary Treasurer for the time being *ex officiis*.

12. Alteration to the Constitution

Any alteration of this constitution shall receive the assent of not less than two-thirds of the Members of the Club present and voting at a general meeting provided that the notice of any such alteration shall have been received by the Secretary in writing not less than Twenty One clear days before the meeting at which the alteration is to be proposed. Notice in writing of such a meeting, setting forth the terms of the alteration, shall be sent by the Secretary to each member of the Club provided that no alteration shall be made which would have the effect of causing the Club to cease to be recognised by the Inland Revenue as a charity.

13. Dissolution

If the Management Committee by a simple majority decide at any time that on the ground of expense or otherwise it is necessary to dissolve the Club, it shall call a special general meeting of the Club, of which meeting not less than Twenty One day’s notice (stating the terms of the resolution to be proposed thereat) shall be given. If such decision shall be confirmed by a two-thirds majority of those present and entitled to vote and voting at such meeting, the Management Committee shall have power to dispose of any assets held by or on behalf of the Club. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable organisation or organisations having objects of the Club, as the Management Committee may determine.