NEW ZEALAND SOCIETY OF
MOHS SURGERY

CONSTITUTION
2.11 **Resolution:** Shall mean, in respect of a General Meeting and subject to clause 9.1, any resolution passed at a General Meeting by a majority of the Members present in person, or by proxy, and voting.

2.12 **Secretary:** Shall mean the person elected for a five (5) year term by the Society at a General Meeting as the Secretary of the Society. The Secretary may also perform the duties of Secretary on the NZDSi CPD Committee if so directed by the Executive of NZDSi.

2.13 **Society:** Shall mean NEW ZEALAND SOCIETY OF MOHS SURGERY INCORPORATED (NZSMS).

2.14 **Special General Meeting:** Shall mean a meeting of the Society convened in accordance with clause 6.3.1.

2.15 **Treasurer:** Shall mean the elected Treasurer of NZDSi who shall assist the Society to address the financial management and reporting of the Society as required from time to time.

3. **RELATIONSHIP WITH NEW ZEALAND DERMATOLOGICAL SOCIETY INCORPORATED (NZDSi)**

3.1. The Committee and all members of the Society acknowledge and agree that this Society has been established as an initiative of, and by, the Executive of NZDSi. The Society is established, in part, to create a network and legal identity for specialist Mohs practitioners, but it is not intended that the Society shall be separated from NZDSi and operate as an autonomous legal entity in its own right. The Society, while having its own Committee to manage the affairs of Mohs practitioners, shall operate under the administrative and governance structure of NZDSi and, thus, shall ultimately be subject to the authority of the Executive of NZDSi.

3.2 **Relationship with NZDSi Trainees:** all New Zealand Trainees who wish to participate in NZSMS events may do so, but strictly on the basis that they are participating or attending as “guests” and shall not hold the same rights and status as Full Members of the Society and, further, shall not be eligible to vote at meetings or influence any decision-making by Members of the Executive of the Society.
become Members shall make application to the NZSMS Chair and shall become Members upon the Chair resolving to accept each application as a Member. The Chair will require the following:

6.1.1 Submission of the details of all previous Mohs surgeries performed in the past twelve (12) month and no later than 22 August 2020;

6.1.2 That a prospective Member is a Fellow of NZDSi and registered as a vocationally trained dermatologist with the Medical Council of New Zealand ("Medical Council");

6.1.3 That a prospective Member has complied with all requirements of the NZDSi CPD programme.

6.2 After expiration of the term for initial Membership on 22 August 2020, all those Members who thereafter meet the requirements of clause 6.1 may continue to be Members of the Society strictly on the basis that the CPD requirements of the Society are completed as per clause 6.6 therein.

6.3 Full Members - Membership requirements after 22 August 2020:

6.3.1 After 22 August 2020 the following criteria shall be applied to those seeking Membership of the Society:

(a) the practitioner must be a vocationally trained dermatologist with the Medical Council; and,

(b) a fellow of NZDSi with an appropriate qualification in Mohs surgery as described in clause 6.4.

6.4 Appropriate Qualifications for Full Members:

6.4.1 Appropriate qualification criteria for full membership will include achieving one or more of the following qualifications:

6.4.1.1 An American College of Mohs Fellowship ("ACMS"); or

6.4.1.2 An Australian College of Dermatology Fellowship ("ACD") and Completion of ACD Mohs surgery training programme (being equivalent to ACMS training); or

6.4.1.3 A New Zealand Mohs Surgery Fellowship with equivalency to either ACMS or ACD; or
the Society's CPD activity with the general NZDSi CPD requirements where suitable.

6.6.2 It shall be a breach of the Rules of this Society if Members do not, or refuse to, or cannot complete the annual CPD requirements.

6.6.3 Each Full Member:

(a) must complete the Royal College of Pathologists Mohs QA each year;

(b) make an annual submission of a minimum of fifty (50) Mohs cases in a prescribed format and 90% of the submitted cases must be in difficult sites including on the head and neck, lower leg, hands, digits or anogenital regions;

(c) attend and claim as CPD category 1 meetings at least two (2) of the following in five (5) years:

(i) ACMS annual meeting;
(ii) American Society Dermatologic Surgery annual meeting;
(iii) American Academy of Dermatology annual meeting;
(iv) Australian Mohs Surgery meeting;
(v) Australasian Dermatopathology Society;
(vi) British Association of Dermatology; or
(vii) Other suitable conference as agreed with the Chair of the NZDSi CPD Committee

(d) Attend three (3) out of 5 (five) NZSMS meetings at the NZDSi annual meeting; and,

(e) mandatory observation of peer performing a full Mohs procedure (from excision to closure) once every five (5) years.

6.6.4 Temporary deferral of NZSMS CPD or delayed entry to NZSMS CPD:

(i) NZSMS fellows may request deferment from CPD. Generally the reasons would be similar to those deferred from NZDSi CPD for example, illness, pregnancy, natural disaster, changing practice, etc.
7. **MEETINGS**

7.1 **Committee Meetings of the Society:**

7.1.1 **Timing:** The time, date and place of all NZSMS Committee Meetings shall be fixed by the NZSMS Chair in consultation with the Secretary of NZDSi.

7.1.2 **Chairperson:** In the absence of the Chairperson, the Committee shall elect a Member to act as chairperson for that meeting.

7.1.3 **Quorum:** At any Committee Meeting a quorum will be two (2) members of the Committee. If a quorum is not present within thirty (30) minutes of the starting time for the meeting then no business shall be discussed and the meeting shall be adjourned until the same time and place 5 clear days later. At such reconvened meeting if a quorum is not present then those members of the Committee present 15 minutes after the starting time of the reconvened meeting shall constitute a quorum.

7.1.4 **Voting:** At all Committee Meetings, each member of the Committee shall have one vote provided that in the situation where the vote is split equally then the Chairperson shall have the casting vote. Resolutions of the Committee shall be passed by majority, but all decisions in respect of the management and operation of the Society will require the express approval of the Executive of NZDSi before coming into effect. Notwithstanding any contrary provision in this Constitution, a resolution in writing signed by all of the Committee members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of the Committee duly convened and constituted. Such resolution in writing may consist of several documents (including documents sent by facsimile or similar means of communication) in like form, each signed or assented to by one or more members of the Committee.

7.1.5 **Open Meetings:** Committee meetings are open to all Members of the Society, unless the Committee at or prior to the commencement of the meeting resolves otherwise, but only Committee Members shall have voting rights at Committee Meetings.

7.2 **Annual General Meeting:**

7.2.1 **Timing:** The Society shall hold its Annual General Meeting and an academic meeting in conjunction with the Annual meeting of NZDSi, and at such time, date and place as decided by the Executive of NZDSi. For the
8. THE COMMITTEE

8.1 Composition: The Committee shall consist of:

8.1.1 The Chairperson, Secretary and/or CPD representative of the Society (the CPD representative and Secretary roles may be filled by one person or two) and one non-office bearer and member of the Society elected at the Annual General Meeting, all of whom shall serve a five (5) year term to align with the five (5) year NZDSi CPD cycle.

8.2 Powers of the Management Committee:

8.2.1 Management: With the exception of specific resolutions passed at Annual General Meetings or Special General Meetings of the Society, the management of the Society shall be conducted by the Committee in consultation with the Executive of NZDSi. In particular, the Committee shall oversee the CPD requirements imposed on the Full Members and monitor (on an ongoing basis) the professional standards of Full Members and generally those standards which the Society expects its members to uphold at all times.

8.2.2 Powers: The Committee may exercise any powers vested in the Society and may delegate any of its power to sub-committees in consultation with the Executive of NZDSi.

8.2.3 Temporary Appointments: The Committee shall have power to appoint a person to temporarily fulfil the duties of any officer of the Society during such period as such officer is unable to fulfil his/her duties.

8.2.4 General Powers: The Committee may do any act or thing which may be incidental or conducive to the attainment of the Objects of the Society in consultation with the Executive of NZDSi.

9. VOTING AT GENERAL MEETINGS

9.1 Method: Each Member present at a General Meeting either in person or by proxy shall be entitled to one vote. For the avoidance of doubt a member which is an incorporated body may appoint a proxy or may be represented by one of its directors or other officers. Voting shall be by a show of hands or a poll, in accordance with the following.
10.1.4 **Merge or Amalgamate:** With the written approval of the Executive of NZDSI, to merge and/or amalgamate the operations of the Society with another entity which shares common values and objectives as the Society.

10.2 **Pecuniary Gain:**

10.2.1 **No Pecuniary Gain:** No Member shall receive or obtain any pecuniary gain (except in the form of salary) from the property or operations of the Society provided that this rule shall not prevent the reimbursement of costs to Members and employees of the Society in accordance with Rule 14 and as may be reasonable and proper.

10.2.2 **Exclusion of Interested Member:** No Member or person associated with a Member shall participate in or materially influence any decision made by the Society in respect of the payment to or on behalf of that Member or associated person of any income, benefit or advantage whatsoever.

10.2.3 ** Disclosure by Interested Member:** Any Member who is or may be in any other capacity whatever, interested or concerned, directly or indirectly, in any property or undertaking in which the Society is or may be in any way concerned or involved, shall disclose the nature and extent of that Member's interests to the Committee or to the Society in General Meeting (as the case may be) and shall not take any part whatever in any deliberations or voting of the Committee or of the Society in General Meeting (as the case may be) concerning any matter in which that Member is or may be interested other than as a Committee member or Member.

10.2.4 **Arm's Length:** Any such payment made by the Society to a Member, whether directly or indirectly, shall be reasonable and relative to that which would be paid in an arm's length transaction (being the open market value).

10.2.5 **Entrenchment:** The provisions and effect of this clause shall not be removed from this document and shall be included and implied into any document replacing this document.

11. **COMMON SEAL**

11.1 **Location:** The common seal shall be kept by the Secretary at the registered office of the Society or as instructed by the Committee.
15. INTERPRETATION OF THE CONSTITUTION

15.1 **Substantial Compliance:** A substantial compliance with this Constitution whether as to form, time, number or any other matter in all cases shall be good and sufficient and no regulation, resolution, decision, election, appointment, notice or other matter or thing shall be invalidated by reason only of a failure to comply exactly with these rules. In particular, the accidental omission to give notice to, or the non-receipt of notice by, any Member or member of the Committee shall not invalidate the proceedings at any meeting to which the notice relates.

Execution:

SIGNED by [Signature]
as Member

SIGNED by [Signature]
as Member

SIGNED by [Signature]
as Member

SIGNED by [Signature]
as Member

SIGNED by [Signature]
as Member

SIGNED by [Signature]
as Member

[Signatures of Members]

22/8/19
1. NAME

1.1 The name of this Society is: NEW ZEALAND SOCIETY OF MOHS SURGERY INCORPORATED but the Society shall trade under the name "NZ Society of Mohs Surgery" or "NZSMS".

2. INTERPRETATION

In this Constitution unless a contrary interpretation appears.

2.1 Annual General Meeting: Shall mean the annual meeting of the Society, which shall be incorporated into the Annual General Meeting of NZDSi.

2.2 Chairperson: Shall mean the person elected by the Society at a General Meeting as chairperson of the Society.

2.3 Continuing Educational Programme (CPD) Representative/Secretary: Shall be a person or two people chosen to represent the Society on the NZDSi CPD Committee and as the NZSMS Secretary.

2.4 Clear Day: Shall mean all days excluding weekends and public holidays.

2.5 Committee: Shall mean the management committee of the Society as constituted in Rule 7.

2.6 Committee Meeting: Shall mean the meetings of the Committee.

2.7 General Meeting: Shall mean either an Annual General Meeting or a Special General Meeting of the Society.

2.8 Member: Shall mean any member of the Society as constituted in Rule 6.

2.9 NZDSi: Shall mean New Zealand Dermatological Society Incorporated.

2.10 NZDSi CPD Committee: Shall mean the NZDSi Continuing Professional Development (CPD) Committee of members which has the responsibility to establish specific CPD criteria for the membership of NZDSi, to maintain and improve CPD standards, and to enforce such standards for the benefit of all members of NZDSi and for the public.
4. **OBJECTS**

4.1 **Objects**: The purposes of the Society are:

4.1.1 To be an internationally recognised body for the promotion of excellence in Mohs surgery.

4.1.2 To promote high professional standards and excellence in the practice of Mohs surgery in New Zealand.

4.1.3 To educate patients and healthcare professionals about the international standard of Mohs surgery offered by NZSMS fellows, and to assist patients and healthcare professionals to make informed decisions about skin surgery.

4.1.4 To be the authority on issues of Mohs surgery in New Zealand.

4.1.5 To maintain an annual list of NZDSi approved Mohs surgeons in conjunction with the NZDSi CPD Committee and NZDSi Executive.

4.1.6 To explore and implement (if possible) the establishment of a Trans-Tasman (New Zealand /Australian) Mohs Society in conjunction with the equivalent professional body in Australia, with the agreement of both Societies.

4.1.7 To do anything else which the Executive of NZDSi shall deem appropriate to further these Objects and improve dermatological services to communities throughout New Zealand.

5. **REGISTERED OFFICE**

5.1 **Registered Office**: The registered office of the Society shall be at PO Box 4400, Palmerston North 4442, New Zealand, or such other place as the Committee may from time to time determine.

6. **MEMBERSHIP**

6.1 **Initial Members - Membership requirements (22 August 2019-22 August 2020)**: All current NZDSi fellows undertaking Mohs surgery are eligible to become Members for a term expiring on 22 August 2020. Those persons wishing to
6.4.1.4 An approved Mohs surgeon of the Australasian College of Dermatologists who can demonstrate fellowship training to the above standard; or

6.4.1.5 A Mohs surgery fellowship as approved by the NZDSi CPD Committee and the Society (which is equivalent to ACMS/NZSMS or ACD entry criteria), which may be assessed under the auspices of any ad hoc assessment committee established as indicated in clause 6.4.2.

6.4.2 Any dermatologist trained outside New Zealand or Australia, regarded as an international medical graduate (IMG), shall be required to meet the criteria specified in clause 6.3.1 and clause 6.4.1 in order to become a Full Member of the Society. An ad hoc assessment committee may be established when needed to assess the qualifications of an IMG trained Mohs surgeon. Such a committee will comprise at least one non-Society fellow, ideally the Chair of the NZDSi CPD Committee (who will Chair the assessment) provided that office holder is not a fellow of the Society or a member of the NZDSi CPD committee (again a non-Society member), the Chair of the Society and one ACD approved Mohs surgeon nominated by the ACD Mohs Committee.

6.5 Registered Members - NZSMS approved Mohs Surgeons: The Secretary of the NZDSi shall keep a register of Society-approved Mohs surgeons, which will be published on the publicly accessible Society webpage which forms part of the NZDSi website. Society-approved surgeons shall have the right to use the post-nominal FNZSMS accreditation (Fellow of the New Zealand Mohs Society). Approval of becoming a FNZSMS will depend on the said member being:

6.5.1 Fully registered as vocationally trained dermatologist with the New Zealand Medical Council.

6.5.2 Fully compliant with NZDSi CPD program.

6.5.3 Fully compliant with Society’s CPD requirements (Clause 6.6). For the avoidance of doubt, both the NZDSi and Society’s CPD record will be audited annually by the NZDSi CPD Committee.

6.6 Continuing Professional Development (“CPD”):

6.6.1 Every Member shall participate fully in the Society’s CPD programme and complete the requirements of each annual programme and cross crediting
(ii) NZDSi acknowledges that appropriately qualified dermatologists who are eligible for full NZSMS membership will require a suitable period of time when first establishing their practice and therefore may not initially fulfil the specific NZSMS or NZDSi CPD requirements.

(iii) These members will make themselves known to the President of the Society and the NZDSi CPD Chair and can be granted temporary exemption from the CPD requirements on an individual basis.

6.6.5 Variation of CPD Requirements:

(i) The CPD requirements can be altered when required by the committee, in agreement with the Chair of the Society, the NZDSi CPD Chair, and the NZDSi Executive Committee.

6.7 Cessation of Membership:

6.7.1 Resignation: Any Member may resign from the Membership and/or Committee by giving the Secretary notice in writing to the effect at least 48 hours before the next Committee Meeting.

6.7.2 Expulsion: Any Member may be expelled from membership on the recommendation of the Committee by a vote of the majority of the members present at a General Meeting of the Society but 10 clear days’ written notice shall be given to such Members by the Secretary of the meeting at which expulsion is to be considered and of the grounds upon which the Committee are recommending expulsion of the said Member and the said Member shall be entitled to be present at the General Meeting and to speak and call any witnesses.

6.7.3 Expulsion by Committee: Any Member, who has either consistently failed to meet the Society’s CPD requirements or has behaved in a manner contrary to the code of conduct promulgated by the Committee or in breach of values of good behaviour, honesty, trust and faith commonly held by the Society, may be expelled from membership by the Committee and in that case the Committee shall give written notice of expulsion to that Member. The expulsion shall be effective as from the date of the Committee’s decision.
avoidance of doubt, the Society's Annual General Meeting shall form part of the larger Annual Meeting of NZDSi and shall not be held independently of such meeting of NZDSi members.

7.2.2 Notice: Notice of the Annual General Meeting shall be given to members in writing, with an agenda, at least 10 clear days before such meeting. In addition, notice may be given by such other medium as is considered desirable.

7.2.3 Purpose: The primary purposes of the Annual General Meeting shall be:

(a) Presentation and consideration of annual reports, audited annual balance sheets and a statement of accounts if needed;

(b) Election or removal of such Committee members as may be necessary or considered desirable by the Members;

(c) Discussion of educational and/ or academic developments; and,

(d) Any other business as may be deemed necessary or appropriate.

7.3 Special General Meeting:

7.3.1 Calling of: A Special General Meeting of the Society shall be called within ten (10) clear days by the Secretary on receipt of a written requisition signed by:

(a) At least two (2) members of the Committee; or

(b) At least ten (10) members of the Society.

7.3.2 Notice of: At least five (5) clear days' notice shall be given to Members of any Special General Meeting and the only business to be discussed at the Special General Meeting will be:

(a) To pass a resolution of no confidence in the Committee.

(b) To consider any business included in the written requisition which led to the convening of the Special General Meeting.
9.2 Declaration: Unless a poll is specifically requested, a declaration by the Chairperson that the Resolution has been passed shall be considered conclusive proof that it was.

9.3 Poll: If a poll is requested by 5 or more Members at the meeting after a show of hands in response to a Resolution it shall be taken in such a manner as directed by the Chairperson and either at the meeting, or by postal ballot with 10 clear days of the meeting at which the poll is demanded, and the result of the poll shall be deemed to be the result of the Resolution.

9.4 Casting Vote: In the case of equality of votes the Chairperson at the meeting shall be entitled to a second or casting vote.

9.5 Chairperson: The Chairperson at the meeting shall be the Chairperson or if he is absent, then such person as may be present and elected by Resolution before the commencement of other business.

9.6 Proxies: To be effective, a proxy must be appointed by a notice in writing that is signed by the Member and lodged at the registered office of the Society, or delivered to the Secretary, prior to the relevant General Meeting. A proxy need not be a Member. Such notice of proxy must state whether the proxy is for a particular meeting (which shall include any adjournment) or for a particular period, not exceeding twelve (12) months. The notice of proxy may direct the proxy to vote in a particular way in respect of any Resolution but if it does not then the proxy shall be free to vote on any Resolution as he or she thinks fit.

10. FINANCE

10.1 Authorisation: The Committee is authorised to do the following with the consent of the Executives of NZDSi:

10.1.1 Property Acquisition: To acquire by purchase, take on lease, or otherwise acquire any real or personal property.

10.1.2 Bank Accounts: To open and operate trading and savings accounts. The signatories of any account shall be any two of three persons nominated by the Executive of NZDSi.

10.1.3 Annual Fees: To recommend to Members the appropriate annual membership fees, if any, to apply from time to time.
11.2 **Witnessing:** The common seal shall not be fixed to a document, instrument, deed, or other thing unless pursuant to a resolution of the Committee and in the presence of two (2) members of the Committee who shall sign the said document, instrument, deed, or other thing as witnesses.

12. **ALTERATION OF RULES**

12.1 **Procedure:** This Constitution may be altered only by a resolution passed at a Committee Meeting or Special General Meeting altering, adding or rescinding any of the rules of the constitution of the Society where the proposed alteration, addition or rescission does not breach Rule 10.2 and does not affect or detract from the exclusively charitable nature of the Society. Any such resolution must be proposed by at least two (2) Members in writing signed by them and delivered to the Secretary at least fifteen (15) clear days prior to such meeting. Such resolution must be carried by a 2/3rds (67%) majority of the Members to be effective.

13. **WINDING UP**

13.1 **Procedures:** If at an Annual General Meeting or Special General Meeting a Resolution is passed to wind up the Society all Members shall be notified and a further Special General Meeting will be held not earlier than thirty (30) days after the day of the meeting at which the Resolution was passed, to confirmed or reject such Resolution. If such a Resolution is confirmed by a further Resolution of the Members at the further Special General Meeting, the Society will be wound up and all surplus assets (after payment of all costs and liabilities) of the Society shall be distributed to NZDSi.

14. **INDEMNITY**

14.1 **Indemnity:** Every officer of the Society or employee of the Society shall be indemnified out of the funds of the Society to pay all costs, losses and expenses which any such officer or employee may incur or become liable for by reason of any contract entered into or act or thing done by them as an officer or employee of the Society acting in good faith and within his or her actual authority, including travelling expenses and reasonable out of pocket expenses.
SIGNED by Peter
as Member

SIGNED by D. P. Sobarun
as Member

SIGNED by
as Member

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as Member

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22/8/19.