

Articles  
of the association:

*European Society for  
Dermatological Research*

established in Amsterdam

REVISED SEPTEMBER 2002

# ARTICLES OF ASSOCIATION

## *Section 1*

### NAME and LOCATION

The association bears the name of the European Society for Dermatological Research (ESDR) and is established in Amsterdam.

## *Section 2*

### OBJECTIVES

The object of the association is the promotion of scientific research in dermatology, skin biology and allied subjects.

## *Section 3*

### DURATION

The association, founded on the twenty-sixth of April, nineteen hundred and seventy, has been formed for an indefinite period.

## *Section 4*

### MEMBERSHIP

1. The association has ordinary members and honorary members.
2. Those wishing to join the association, should apply to the Secretary-Treasurer, naming two current members as proposers and enclosing a c.v. The names of such applicants for ordinary membership will be distributed with the agenda for the annual general meeting (AGM). The Board will have authority to accept such candidates for membership but will seek formal approval at the AGM by use of a simple majority vote.
3. Persons, who have particularly distinguished themselves in experimental dermatology or skin biology can, following the recommendation of the Board, be appointed honorary members. Depending on a simple majority of the valid votes cast at the AGM. Honorary members have the right to attend ESDR scientific meetings at the rates available to active members; they do not have to pay the annual subscription; they can attend the AGM and other meetings open to ordinary members, but they do not have voting rights nor the right to hold office (except where they are co-opted by the Board). Individuals who are honorary members, and who subsequently become ordinary members, have the full rights of ordinary members.
4. The annual financial contribution to the association the members make shall be fixed at the AGM and proposed changes to the fee will be notified at least one month in advance with the agenda.

5. Membership of the association shall cease by:

- a) the member's death;
- b) notice of resignation by the member;
- c) termination of membership on behalf of the association. This can take place if the member has ceased to comply with the requirements given for membership in the articles of association financial or otherwise; if he does not fulfil his obligations to the association; if, in the opinion of the Board the member does not show sufficient interest in the association; or when the association cannot reasonably be expected to allow the membership to be continued;
- d) expulsion from membership. This can only be enforced if a member acts contrary to the articles, rules or resolutions of the association or unreasonably harms the association.

6. Termination of or expulsion from membership shall be effected by the Board on behalf of the association.

7. Termination of membership by the member or by the association can only take place at the end of the association year and with due observance of a term of four weeks notice. However, the membership can be terminated immediately if the member or the association cannot reasonably be expected to allow the membership to continue.

8. A member, is not permitted to cancel his/her membership to exclude a resolution in which the members' financial obligations have been increased.

9. A member, who is the subject of a resolution for expulsion from membership, has a right to appeal to the annual general meeting (via the Board) within one month after receiving notification. For that purpose he or she shall be notified as soon as possible in writing of the resolution with a statement of the reasons. During the time of appeal and during the appeal, the member shall be suspended. A resolution to withdraw the expulsion after the appeal shall be passed by at least three to one of the valid votes cast.

10. If the membership ends in the course of an association year, the annual contribution for the whole year must still be paid.

11. Ordinary members have the right of admission to all general meetings and all gatherings held by the association and have the right to cast votes. Honorary members are allowed to attend such meetings too, but do not have voting rights. Other individuals, for example a representative of the SID, JID, or JSID, may be invited to attend all, or part of, such meetings at the discretion of the Board. These individuals have no voting rights by virtue of said office.

## **Section 5**

## BOARD

1. The Board shall consist of at least 13, and a maximum of 16 ordinary members. The number of members shall be determined by the Board. Only 3 members of the Board can have the same nationality. Nationality, in this context, shall be determined to relate to the country in which the university, hospital or institute with which the member is affiliated is situated.

2. The members of the Board shall be appointed by the membership of the association at the AGM. The membership is given the opportunity to submit to the Board, nominations for the appointment of members to the Board before January 31<sup>st</sup> of the year of the annual general meeting. Such nominations will comprise a curriculum vitae of the individual proposed, outlining their publication record, their contribution to research and scholarship, and a summary of the contributions they hope they can make to the ESDR. As well as the names of 2 sponsors, and supporting statements from sponsors, such applicants should list their attendance and previous contributions to the ESDR (for example: membership of committees such as the PR or program committee; chairing sessions; organising mini symposium; judging abstracts; papers and posters presented at previous ESDR meetings).

3. The Board will recommend to the membership, candidates from the nomination list for Board membership. This recommendation will be circulated, with full supporting statements from candidates and sponsors at least one month prior to the annual general meeting. In making recommendations of specific candidates from the nomination list, the Board shall choose based on the following principles:

- A balance between the various European nationalities represented in the association and the Nationality criteria for Board membership
- Scientific criteria
  - Attendance and participation at previous ESDR meetings.
  - Scientific activity as a principal investigator.
  - Commitment to the ideals of the ESDR.
  - Perceived administrative competence.

4. The recommendations of the Board for membership of the Board will be circulated with the agenda for the AGM. At the AGM, when the Board proposal is to be discussed, Board candidates will withdraw from the room, and the Board will present the reasons behind their recommendation. The AGM will be asked to vote on whether to accept or decline the Boards recommendation, with a simple majority vote of those present at the AGM. Such voting shall be by a show of hands or, if requested, by a written ballot of the members present.

If a simple majority does not vote in favour of the Board's recommendation, then voting shall take place using a simple majority vote for the individuals nominated with those, subject to nationality criteria, obtaining the most votes being elected to the Board. If the nationality criteria requires that not all candidates of the same nationality can be elected, then those with the least votes of that nationality will not be accepted to the Board and, the individual(s) who fulfil the nationality criteria further down the voting list, will be elected.

5. The term of office of a Board member should normally be five years although, exceptionally, in the case of the members of the Executive Committee (President, Secretary-Treasurer, President-elect), the term of office as a Board member may be extended subject to approval from the AGM. Retiring members will not be eligible for immediate re-election.

The President will remain connected to the Board for a period of one year as a past President, and he or she will be invited to the Board but without voting rights. Board members may only be elected from ordinary members.

6. In the event of intermediate vacancy(ies), such vacancy(ies) shall be filled in the following general meeting of members, unless the number of acting members of the Board is less than five, in which case a general meeting of members shall be held as soon as possible in order to fill the vacancy(ies). The fact that there are vacancies does not disqualify the Board from passing resolutions.

7. The member of the Board who has been appointed intermediately, shall resign when the person in whose place he was appointed would have resigned according to the roster.

8. Members of the Board who, in the opinion of the Board, act contrary to the interests of the association can be dismissed from office by the Board and shall have the right to appeal to the general meeting of members. The general meeting of members can suspend or dismiss one or more members of the Board at any time. A suspension that is not followed by a resolution for dismissal within three months, shall end by the expiration of that term. Board membership shall, in any case, terminate when membership of the association terminates.

## Section 6

### MANAGEMENT

1. The Board is in charge of the entire management of the association and is entitled to perform all duties not reserved to the general meeting of members. Subject to the approval of the general meeting, the Board can conclude contracts for purchasing, alienating or encumbering registered goods, conclude contracts by which the association engages itself as surety, or as a severally liable co-debtor, and answer for or act as a security for a debt of a third party. If such approval is lacking, this can be invoked by or towards third parties.

2. To enable the operations of the society, the Board may appoint an Executive Director and other employees. The Executive Director or equivalent has authority to be a signatory on behalf of the Board. The Executive Director or equivalent is accountable through the Executive Committee to the Board.

3. Where there is a change in timetable of the annual scientific meeting, due to circumstances outwith the sole control of the association, such as the International Investigative Dermatology meetings, the Board reserves the right to re-timetable all association events and deadlines within the said year. Such changes shall be

notified in advance to the membership at either the preceding AGM or by direct communication to members.

## **Section 7**

### **BOARD MEETINGS**

The Board shall meet whenever the Executive Committee deems desirable or when two other members of the Board lodge a formal request to the President. Board members will be expected to attend all meetings of the Board. Failure to attend two consecutive Board meetings, unless there were overriding personal reasons for such absence, will attract censure from other Board members and, the individual concerned, should consider whether to resign from the Board. Other individuals, for example a representative of the SID, or the JID editorial team may, at the discretion of the Board, be invited to attend all, or part of, such meetings of the Board, but shall have no voting rights. The meetings of the Board shall be held at a place determined by the Executive Committee. The meetings shall be convened by the Secretary-Treasurer.

1. The convening notices for the meeting of the Board will be sent not later than four weeks before the meeting.
2. Electronic communication (email / Internet) will be used as the primary means of communication. It is the responsibility of each member to ensure the ESDR office is kept up to date with member's electronic address, and to be aware that the association uses the ESDR website to communicate with members.
3. Board members who cannot attend a meeting, may vote by speaking directly with the President or Secretary-Treasurer, and therefore be represented by such method.
4. Resolutions shall only be passed in meetings of the Board if at least two-thirds of the members of the Board are present or represented at the meeting.
5. The Board shall pass resolutions by an absolute majority of votes. If the votes tie, the proposal concerned shall again be put to the vote at the end of the meeting. If the votes tie again, the President shall have the casting vote.
6. Votes on persons and matters shall be cast by word of mouth, unless one of the members of the Board wishes the votes to be cast in writing.
7. Minutes of the proceedings at the meetings of the Board shall be recorded by the Secretary-Treasurer or his deputy and shall be confirmed and signed by the President of the meeting and by the person who has recorded the minutes.

## **Section 8**

### **EXECUTIVE COMMITTEE**

1. The Board will appoint a President and a Secretary-Treasurer from its number. Every year the Board shall also designate a President-elect and every three years a Secretary-Treasurer-elect. The President will always hold office as such during 1 year and cannot be re-designated as President immediately upon expiry of said period. The Secretary-Treasurer will be expected to hold office during a period of at least three years.

2. The President, the President-elect and the Secretary-Treasurer will constitute the Executive Committee; in addition, co-opting of individual Board members as members of the Executive Committee will be possible if appropriate.
3. The Executive Committee shall conduct the daily course of affairs of the association, represent it in and out of court and be entitled to perform all acts of management and disposal relating to the objectives of the association.
4. The convening notices for a meeting of the Executive Committee shall be sent not later than the seventh day before the meeting.
5. The Executive Committee will have the power to appoint individuals or subcommittees from among the ordinary or honorary membership to undertake specific administrative duties. Such individuals or subcommittees will be responsible to, and report to, the Executive Committee via the Secretary-Treasurer.

### **Section 9**

#### **ARCHIVES**

1. The office of the ESDR will hold archives of the activities of the association under supervision of the Secretary-Treasurer.
2. A record of all meetings and clinically oriented symposia and copies of newsletters etc should be maintained by the office.
3. The Secretary-Treasurer will assure that copies of all minutes and reports are archived by the office.

### **Section 10**

#### **YEAR OF THE ASSOCIATION, BALANCE SHEET AND RENDERING OF ACCOUNTS**

1. The official year of the association runs from the first of January up to and including the thirty-first of December.
2. After the end of every official association year the Executive Committee shall draw up a balance sheet and a statement of accounts, also containing a list of assets and liabilities, which shall be submitted to the Board for approval not later than the thirty-first of March of the following official association year.
3. The Board may appoint an accountant who shall audit the accounting records and report on the financial statements to the Board.
4. If no accountant audits the accounts, the annual general meeting of members shall annually appoint from the members a committee of at least two persons, who may not form part of the Board. The Committee shall examine the annual statement of

accounts of the Board and report its findings to the general meeting. If the examination of the statement of accounts requires special knowledge of book-keeping, the examining committee may have assistance from an expert. The Board is obliged to give the committee all desired information and to allow it to inspect the accounts and files of the association. The charge of the committee can be withdrawn at any time by the general meeting but only by appointing another committee.

5. Adoption by the general meeting of members of the balance sheet and the rendering of accounts shall release the Board from liability for the management conducted by that Board.
6. The Board is obligated to keep the files referred to in clause 2 during a period of ten years.

### **Section 11**

#### **GENERAL MEETINGS OF MEMBERS**

1. A general meeting of members shall be held not later than the month of October, in which:
  - a) the Executive Committee shall report on the course of affairs of the association in the past association year;
  - b) the balance sheet and rendering of accounts shall be submitted for approval;
  - c) the audit committee shall be appointed if it should be instituted pursuant to these articles of association;
  - d) new members shall be appointed according to section 4, clause 4;
  - e) new Board members shall be appointed according to section 5.
  - f) matters brought to the attention of the Board by the general membership will be discussed. Such matters for discussion must be submitted in writing to the Secretary-Treasurer at least two months before the general meeting of members. Such matters will be discussed at the discretion of the Board or will obligatorily be discussed if the matter for discussion is submitted in writing by at least one-tenth of the members.
2. General meetings of members shall be held whenever the Board deems desirable or when a request to that effect from at least one-fifth of the number of members has been received by the Secretary-Treasurer and the subjects to be discussed have been stated

If the Board fails to convene the meeting applied for by the members in accordance with the provisions in such a manner that this meeting can be held within twelve weeks after receipt of the request, the applicants themselves will be entitled to



convene the meeting. It is assumed that such requests would only occur in extraordinary circumstances.

3. The general meetings shall be held in a location to be determined by the Board.
4. The convening notices for the meetings shall be sent by the Board to the electronic addresses of the members not later than one month prior to the day of the meeting. It is incumbent upon members to ensure that they notify their electronic addresses to the Board and that such addresses are currently operative.
5. The convening notices for the meetings shall list the subjects to be dealt with, and the necessary supporting information or source of such information.
6. In general meetings of members, every member will be permitted to cast one vote.
7. The resolutions of the AGM shall be passed by a simple majority of the valid votes cast. Assessment of the votes shall be by counting of a show of hands or, if requested, by written ballot of the members present. An individual member shall have the right to request a written ballot if there is any contention about the vote counting on the basis of a show of hands.
8. If voting is requested on a resolution, which has not been submitted in writing to the Secretary-Treasurer prior to the general meeting (to allow circulation of the proposals), the Board shall reserve the right to defer voting on such resolution to a future meeting.
9. Minutes of the proceedings in the general meetings of members shall be recorded by the Secretary-Treasurer. The minutes shall be confirmed as a correct record and signed by the President and by the person who has recorded the minutes.
10. In the event of tie of votes not concerned with the election of persons, the proposal shall once more be put to the vote at the end of the meeting.
11. In the event of an election of persons, abstentions and votes cast on persons who are not included in the nominations list shall be deemed null and void.

## **SECTION 12**

### **SCIENTIFIC MEETINGS**

1. The Board shall determine the date, time and place where scientific meetings shall be held.
2. Scientific meetings are open to all on payment of the appropriate registration fee.
3. The Board shall organise gatherings, in which submitted papers will be brought up for discussion.

4. The Board shall appoint a programme committee charged with making a choice from submitted papers and advising the Board on the structure of the meeting. A programme committee chairman and chairman-elect will also be nominated.
5. Abstracts submitted for presentation shall be submitted in the requested form to the ESDR office. These shall then be made available to members of the programme committee. Abstract copies should not contain the names of the authors nor authors' scientific institutions, nor should they seek to identify the individual researchers.
6. Scientific meetings organised by members may be eligible, subject to scrutiny of the scientific content and other considerations, for sponsorship by the association. Application for such sponsorship should be made in writing to the Secretary-Treasurer for consideration by Board.

**ADD NEW SECTION 13 and renumber following sections**

### **Section 13**

#### **Research and Education Development**

1. The Board shall determine programs for supporting research and education. This may be enacted through the establishment of a relevant subcommittee.
2. A budget for research and education shall be prepared by the Secretary Treasurer and shall be passed by simple majority vote by the Board.

### **Section 13**

#### **BY LAWS**

1. Subject to the approval of the general meeting of members, the Board, for supplementing and implementing these articles of association, can lay down further rules in by-laws, which may not contain any provisions contrary to the provisions of these articles of association and the law.

The by-laws may be amended or supplemented by the Board, subject to the approval of the general meeting of members.

### **Section 14**

#### **AMENDMENT OF THE ARTICLES OF ASSOCIATION**

1. A resolution to amend the articles of the association can only be passed on the proposal of the Board, given at least one months notice, at an annual general meeting of members by a simple majority of the votes cast by the members present at the AGM.

2. A resolution to amend the articles of association shall be established by a notarial instrument.

### **Section 15**

#### **DISSOLUTION, LIQUIDATION**

1. A resolution to dissolve the association can only be passed by a general meeting of members on the proposal of the Board by a majority of at least three to one of the votes validly cast.
2. In the event of dissolution the association shall be liquidated by the Executive Committee.
3. The provisions of the articles of association shall remain in force as far as possible during the liquidation.
4. A liquidation surplus, if any, shall be put to such use as the general meeting of members shall determine on the proposal of the Board, together with the resolution to dissolve the association; failing the fixing of such use, the liquidators shall decide as to this.