DRAFT ARTICLES OF ASSOCIATION
European Society for Dermatological Research (ESDR)

August 2026

Dear ESDR Members

The ESDR articles of association have been revised to comply with current Dutch legal requirements.

The most striking changes are the following:

Article 4
In Article 4.1, the distinction between active members, senior members, honorary members and donors has been replaced by ordinary members and honorary members.

In Article 4.3 we have modified the process of joining the ESDR as previously agreed. Members must abide by the ESDR's "Code of Conduct"

Article 5
In this article, a maximum number of members of the Board has been added and this number is stated at 16 members. Furthermore, the selection criteria for eligibility for appointment to the Board are explicitly stated in the articles of association.

It was also added to this article that in the event of the absence or inability to act of all directors in the exercise of their duties and powers, the so-called continuity committee will provisionally provide for the performance of their duties and powers. This continuity committee is new compared to the current statutes. The continuity committee cannot be members of the current Board.

Article 5 also added that board members must focus on the interests of the Association and its affiliated organization and not participate in deliberations and decision-making if they have a direct or indirect personal interest that conflicts with the interests of the Association or organization.

Article 8
Article 8 clearly defined the powers of the Executive Committee. It was also added that the Executive Committee may represent the Association, as well as two members of the Executive Committee acting jointly. The authority to meet online has been added.

Article 10
Article 10 has been amended to require a balance sheet and annual financial statement, together with a statement of income and expenditure, to be submitted to the Board for approval by 30 April at the latest.

Article 11
The ordinary general meeting of members must be held no later than 6 months after the end of the financial year, this period may be extended by a maximum of 4 months due to special circumstances. The general meeting is authorized to extend the term.

What is new on the agenda of the annual meeting is that members of the continuity committee must be appointed.

Article 15
The liquidation of the assets of the Association will take place after dissolution by the Executive Committee as liquidators under supervision of the members of the Board and a surplus will not be allowed to accrue to founders, members of the Association, donors and the like, but will have to be used for the benefit of another institution that pursues a public interest similar to that of the Association and that benefits from tax exemption.

Please find the revised articles below. We will seek approval for these changes at the 2026 AGM of ESDR members in Heidelberg on Friday 11 September 2026.

Yours sincerely

Curdin Conrad
ESDR President

DRAFT ARTICLES OF ASSOCIATION
European Society for Dermatological Research (ESDR)

Article 1
NAME AND REGISTERED OFFICE
The association bears the name: **European Society for Dermatological Research (ESDR)**, hereinafter also referred to as the “Association” or “ESDR”, and is established under the laws of the Netherlands, with its registered office in Amsterdam.
Article 2
OBJECTIVES
The Association, a non-profit organisation, has as its object to promote scientific research in the field of dermatology, skin biology, and subjects directly or indirectly related to these fields.
Article 3
DURATION
The Association is established for an indefinite period of time.

Article 4

THE MEMBERS

1. The Association consists of (i) ordinary members, who have the right to vote at the general meeting of members, and (ii) honorary members.
2. Persons who wish to become a member of the Association must submit an application to the Board, in accordance with the procedure approved by the Board. Members are provisionally admitted by the Board, and membership must subsequently be formally confirmed by the general meeting of members by a simple majority of the votes cast. The names of the candidates for ordinary membership are provided together with the agenda of the general meeting of members.
3. Membership of the Association implies compliance, at all times, with the Association's code of conduct.
4. Persons who have particularly distinguished themselves in the field of experimental dermatology or skin biology, as well as persons who have rendered important services to the Association, may be appointed as honorary members on the recommendation of the Board.
   Honorary members have the right to attend ESDR scientific meetings without payment of a registration fee, are exempt from the annual membership fee, and may take part in the general meeting of members and other meetings open to ordinary members. If a member was an ordinary member with voting rights before becoming an honorary member, he or she shall, as an honorary member, enjoy the same voting rights as an ordinary member.
5. The annual financial contribution of the members of the Association is determined by the Board. Proposals to amend this membership fee must be announced at least one month before the agenda of the general meeting of members. Changes to the membership fee must be approved by the general meeting of members by a simple majority of votes.
6. Membership of the Association ends in the event of:
   a) the death of the member;
   b) written resignation by the member;
   c) termination of membership by the association. Such termination may take place if the member no longer satisfies the conditions required for membership as set out in these articles of association, including payment of the membership fee; if the member no longer fulfils his or her obligations within the association; if, in the Board's opinion, the member no longer shows sufficient interest in the association; or where the Association cannot reasonably be expected to consent to the continuation of such membership;
   (d) expulsion of a member. This may only be imposed if a member acts in a manner contrary to the articles of association, rules and resolutions of the Association, if he or she unlawfully causes damage to the Association, or if he or she behaves in a manner that is not in accordance with the Association's code of conduct.
7. Termination of membership or expulsion of a member is carried out by the Board.

8. Resignation or termination of membership may only take effect as of the end of a financial year, subject to a notice period of at least four (4) weeks. However, membership may be terminated with immediate effect if the member or the Association cannot reasonably be required to continue the membership.
9. The expulsion of a member takes effect immediately.
10. A member who is the subject of a resolution to expel shall have the right to appeal to the general meeting of members (via the Board) within one month of being notified of his or her expulsion. The member is suspended during the appeal period and for the duration of the appeal. In the event of an appeal to the general meeting of members, a resolution to set aside the expulsion must be adopted by the general meeting of members by a simple majority of votes.
11. If membership is terminated during the Association's financial year, the annual membership fee must nevertheless be paid in full for that year.
12. Ordinary members entitled to vote have access to all general meetings of members and have the right to vote. Honorary members also have the right to attend general meetings of members, but do not have the right to vote therein, except in the circumstance described in paragraph 4. Other natural persons may, at the discretion of the Board, be invited to attend general meetings of members. Such invitations do not confer any voting rights on the natural persons concerned.

Article 5

THE BOARD

1. The Board consists of a minimum of thirteen (13) members and a maximum of sixteen (16) members; this number is determined by the Board. A maximum of three (3) members of the Board may come from the same country; in this context, “country” means the country of the academic institution, hospital or institute with which the member is affiliated. Members of the Board act on a voluntary basis and are only entitled to reimbursement of the costs and travel expenses actually incurred by them.
2. Members of the Board must be members of the Association and are selected in accordance with a procedure approved by the general meeting of members, and they are elected by the general meeting of members. Nominations for membership of the Board must be submitted to the Board no later than the thirty-first of January of the year of appointment. All applications must include a curriculum vitae, including publications, contributions to research and progress within the field, as well as a description of the contributions the candidate wishes to make to the ESDR. In addition, the applicant must submit a letter of support written by two sponsors. The candidate must also list the ESDR meetings he or she has attended and any contributions made (as a committee member, rapporteur or symposium organiser, etc.).
3. The Board may make recommendations based on the following principles, which must be applied:
   - A balanced geographical representation, that is to say between the various countries of the members (as defined above), as well as a balanced

gender representation of the members, in accordance with the principles of inclusion set out in the Association's Diversity Charter. The following criteria shall be taken into account:
- attendance at and participation in previous ESDR meetings;
- responsibility for carrying out scientific projects;
- commitment to the ambitions of the ESDR;
- proven administrative and leadership skills;
- absence of conflicts of interest.

4. The Board's recommendation(s) regarding nominations for membership of the Board shall be included on the agenda of the general meeting of members. During the general meeting of members, when the Board's proposal is submitted for discussion, the candidates must withdraw from the room. The Board shall then present the reasons behind its recommendations. The general meeting of members shall then be asked to vote, by a simple majority of votes, on accepting or rejecting the Board's recommendation(s). Such a vote shall take place by a show of hands, or by written ballot if requested by a majority of the members present.
   If a simple majority does not confirm the Board's recommendation, a vote shall be held at the general meeting of members to elect the candidates as members of the Board one by one, by simple majority.
5. Members of the Board are elected for a term of five years. However, members of the Executive Committee (EC) holding the office of Secretary-Treasurer or Chair of the Association may be elected for a period longer than these five years, subject to the approval of the Board.
   The immediate past Chair shall be a member of the Executive Committee, without voting rights, for a period of one year.
6. In the event of a temporary or long-term vacancy or vacancies in a position or positions on the Board, such position(s) shall be filled at the next general meeting of members, unless the number of acting members of the Board is fewer than five, in which case a general meeting of members shall be held as soon as possible to fill the vacancy or vacancies concerned. The existence of any vacancy or vacancies shall not prevent the Board from adopting resolutions.
   In the event of the absence or inability to act of all Board members, the exercise of the duties and powers shall be provisionally provided for by the continuity committee referred to in article 10, paragraph 7, or by persons designated by that committee. Those who, in the event of the absence or inability to act of Board members, are designated pursuant to this provision of the articles of association to perform acts of management shall, as regards those acts of management, be treated as equivalent to a Board member.
7. A Board member appointed in the interim shall retire at the time the person in whose place he or she was appointed returns.
8. Board members who, in the opinion of the Board, act contrary to the interests of the Association may be removed from office by the Board and have the right to appeal to the general meeting of members. The general meeting of members may at any time suspend or dismiss one or more Board members.

A suspension not followed within three months by a resolution to dismiss shall end upon expiry of that period.
Board membership shall in any event end upon termination of membership of the Association.

9. In performing their duties, Board members shall act in accordance with the interests of the association and the organisation affiliated with it.
A Board member shall not take part in the deliberations and decision-making if he has a direct or indirect personal interest therein that conflicts with the interest referred to in this paragraph. If, as a result, no Board resolution can be adopted, the resolution shall be adopted by the general meeting of members.
10. Paid employees of the Association may take part in meetings of the Board and of the Executive Committee. They may be consulted but do not have the right to vote.

Article 6

MANAGEMENT

1. The Board is responsible for the overall management of the Association and has the right to carry out all tasks that are not reserved to the general meeting of members or to the Executive Committee. In particular, it may establish various committees and working groups, subject to the approval of the general meeting of members.
2. If there is a change to the scheduling of the annual scientific meeting due to circumstances beyond the exclusive control of the Association, the Board reserves the right to revise the scheduling of all events and deadlines of the Association during the year in question, subject to what is provided by law and in these articles of association. Such changes must be notified to the members in advance, either at the preceding general meeting of members or through direct communication with the members.

Article 7

MEETINGS OF THE BOARD

The Board meets whenever the Board considers it desirable or whenever two other members of the Board submit a formal request to that effect to the Chair. Members of the Board are required to attend all meetings of the Board. Absence from two consecutive meetings of the Board will, unless there are important reasons for it, result in a reprimand. The person concerned is then invited to consider whether he or she wishes to continue his or her membership of the Board. Other persons may, at the discretion of the Board, be invited to attend all or some meetings of the Board, but they shall not have the right to vote therein. Meetings of the Board are held at an address determined by the Executive Committee, and participants are convened by the Secretary-Treasurer or the Chair.

1. Notices of meetings of the Board are sent no later than four weeks before the meeting.
2. Electronic communication shall be the principal means of communication. It is the responsibility of each member to ensure that the ESDR secretariat has an up-to-date email address at all times, and to be aware that the Association uses the ESDR website to communicate with its members.

3. Members of the Board who are unable to attend a meeting may be represented and may give voting instructions to the Chair or the Secretary-Treasurer.
4. Resolutions may only be adopted at a meeting of the Board if at least two-thirds of the members are present or represented at that meeting.
5. The Board shall adopt resolutions by an absolute majority of votes. In the event of a tie, a new vote on the proposal concerned shall be taken at the end of the meeting. If the vote is tied again on that re-vote, the Chair's vote shall be decisive.
6. Voting on persons or matters on the agenda shall take place orally, unless one of the members of the Board wishes the vote to take place in writing, by secret ballot.
7. The deliberations must be recorded in minutes by the Secretary-Treasurer or by the Association's secretariat, and validated by signature of the chair of the meeting.

Article 8

THE EXECUTIVE COMMITTEE AND REPRESENTATION

1. The Board appoints a President and a Secretary-Treasurer from among its members. Each year, the Board also appoints President-Elect, and every three years an incoming Secretary-Treasurer. The President, holding the title “President”, holds office for a term of one (1) year. The Secretary-Treasurer, holding the title “Secretary-Treasurer”, is expected to hold that office for a period of three (3) years.
   The Board may designate one or more persons from within the Executive Committee who are authorised to represent the Association as special proxyholder(s), and shall in that case determine the content of the power of attorney.
2. The President, the President-Elect, the immediate past President, the Secretary-Treasurer, and the chair of the scientific committee of the annual meeting of the current association year together form the Executive Committee. The members of the Executive Committee are appointed by co-option by the Executive Committee after obtaining the approval of the Board for that purpose.
3. The Executive Committee is responsible for the day-to-day affairs of the Association. The Executive Committee is authorised to carry out all acts of management and disposition relating to, and in line with, the objectives of the Association. The Executive Committee represents the Association in and out of court, and the Association may also be represented by two members of the Executive Committee acting jointly. The Executive Committee may enter into agreements for the acquisition, disposal or encumbrance of registered property, and may enter into agreements whereby the Association binds itself as guarantor or co-debtor.
3. Invitations to a meeting of the Executive Committee must be sent no later than seven days before the meeting.
4. The Executive Committee has the authority to appoint natural persons from among the ordinary or honorary members of the Association, or to establish (sub)committees, to carry out specific administrative tasks. Such persons or

(sub)committees are accountable, through the Secretary-Treasurer, to the Executive Committee, under whose responsibility they operate, and are required to follow the instructions of the Executive Committee.

5. The Executive Committee may meet online. The Executive Committee meets regularly, and the Executive Committee is expected to report regularly to the members of the Board on what has been discussed at the meetings and what has been resolved.

Article 9

RECORDS

1. The Association keeps proper records, under the supervision of the Secretary-Treasurer.
2. A register of all meetings and educational events organised by the Association, as well as copies of newsletters and similar documents, must be kept/retained by the Board.
3. The Secretary-Treasurer ensures that copies of all minutes and reports are archived by the Board.

Article 10

FINANCIAL YEAR OF THE ASSOCIATION, BALANCE SHEET AND ANNUAL ACCOUNTS

1. The official financial year of the Association runs from the first of January up to and including the thirty-first of December.
2. At the end of each official financial year of the Association, the Executive Committee draws up a balance sheet and an annual financial overview, also containing a statement of income and expenditure, which must be submitted to the Board for approval no later than the thirtieth of April of the following financial year.
3. The Board may engage an accountant to audit the financial records and report to the Board on the state of the finances.
4. If no accountant audits the books, the general meeting of members shall each year appoint at least two auditors from among its members. The auditors shall review the annual accounts and present their findings to the general meeting of members. The Board is required to give them access to the books and records of the Association and to provide them with all necessary information. The appointment may be withdrawn at any time by the general meeting of members, but only by appointing other auditors.
5. Approval of the balance sheet and the annual accounts by the general meeting of members shall discharge the Board in respect of the management conducted by it.
6. The Board is required to retain all documents relating to the financial records for a period of seven years.
7. The general meeting of members shall furthermore appoint annually, from among the members, the continuity committee; this shall consist of at least one person. The task of the continuity committee is described in article 5, paragraph 6. The members of the continuity committee are appointed in the same manner as Board members. The procedure for the appointment of Board members described in article 5, paragraphs 2 to 4 inclusive, applies

correspondingly to the appointment of members of the continuity committee.

8. Membership of the continuity committee is incompatible with membership of the Board. In addition, the members of the continuity committee may not be the auditors referred to above in article 10, paragraph 4.

Article 11

GENERAL MEETINGS OF MEMBERS

1. An ordinary general meeting of members must be held no later than within six months after the end of the financial year, subject to an extension of this period by the general meeting of members by no more than four months on the grounds of special circumstances.
   During this meeting:
   a) the Executive Committee must report on the course of affairs of the Association during the past association year;
   b) the balance sheet and the statement of income and expenditure, together with explanatory notes, must be submitted for approval;
   c) the auditors referred to in article 10, paragraph 4 must, insofar as necessary, be appointed, as well as the member or members of the continuity committee referred to in article 10, paragraph 7;
   d) a decision is taken on the admission of new members in accordance with article 4;
   e) a vote is taken on the appointment of new members of the Board in accordance with article 5;
   f) matters brought to the attention of the Board by the members are discussed (any other business). Such matters must be submitted in writing to the Secretary-Treasurer at least two months before the meeting. They are discussed at the discretion of the Board and, if submitted in writing by at least one-tenth of the members, must be discussed.
2. General meetings of members are held whenever the Board considers it appropriate or desirable, or whenever a request from at least one-tenth of the members is addressed to the Secretary-Treasurer, with a clear statement of the matters to be dealt with.
   If the Board fails to convene the meeting in question within twelve weeks of receipt of the request, the requesting members shall themselves have the right to convene a meeting. The extraordinary nature of such requests must remain the rule.
3. The location of the general meetings is determined by the Board.
4. The notice convening the general meetings must be sent by the Board to the members by email, no later than one month before the date of the meeting. It is the responsibility of the members to inform the Board of their email addresses and to ensure that these are kept up to date.
5. The notice of meeting must contain a detailed agenda.
6. Each ordinary or honorary member entitled to vote has one vote at the general meeting.
7. Resolutions are adopted by a simple majority of the votes cast. Votes are taken by a show of hands or, if requested, by secret written ballot. An

individual member has the right to request a secret ballot if there is an interest that warrants protection.

8. If a vote is requested on a matter that has not been submitted in writing to the Secretary-Treasurer before the meeting, the Board may reserve the right to postpone the vote on that matter to a subsequent meeting.
9. The deliberations are recorded in minutes, drawn up by the Secretary-Treasurer and signed by the Secretary-Treasurer together with the Chair.
10. In the event of a tie in a vote that does not concern the election of a person or persons, the proposal is put to the vote again at the end of the meeting.
11. In the case of an election of a person or persons, abstentions and votes in favour of persons not included on the list of candidates are considered invalid.

Article 12

SCIENTIFIC MEETINGS

1. The Board may organise scientific or strategic meetings and determines the dates and locations of these meetings.
2. The purpose of the scientific meetings is to present the results of original scientific work in the field of dermatology and skin biology. These results must be submitted in the form of abstracts and are evaluated by expert reviewers in the field. Scientific meetings are open to everyone upon payment of a registration fee, with the exception of certain educational events subsidised by the Association. In this case, participants are selected on the basis of scientific merit and on the basis of criteria of diversity and inclusion.
3. The Board appoints a programme committee to select the submitted abstracts and to make recommendations to the Board on the organisation of the meeting. A chair of the programme committee is also appointed.
4. Abstracts must be submitted in the prescribed manner to the Association's office address and subsequently made available to the members of the programme committee. The assessment of the abstracts by reviewers specialised in the field takes place in accordance with internationally recognised procedures, including the masking of identifying information of the submitters, in order to safeguard the anonymity of the authors and the integrity of the review process.
5. Scientific meetings may be organised by members of the Association, following careful review of their scientific content and other considerations. In addition, they must take place under the auspices of the Association. Any such request to hold a scientific meeting must be addressed in writing to the Secretary-Treasurer for consideration by the Board.

Article 13

REGULATIONS

1. Subject to the approval of the general meeting of members, the Board may, in supplementation and implementation of these articles of association, establish further rules in a set of regulations, which may not contain any provisions contrary to the provisions of these articles of association or the law.

2. Subject to the approval of the general meeting of members, the regulations may be amended or supplemented by the Board.

Article 14

AMENDMENT OF THE ARTICLES OF ASSOCIATION

A resolution to amend the articles of association may only be adopted, on a proposal of the Board, by the general meeting of members by a simple majority of votes, following notice given to the general meeting of members at least one month in advance.

Article 15

DISSOLUTION, LIQUIDATION

1. On a proposal of the Board, a resolution to dissolve the Association may only be adopted by the general meeting of members, by a majority of at least three-quarters of the votes cast.
2. In the event of dissolution, the liquidation of the Association shall be carried out by the Executive Committee as liquidators, under the supervision of those who were members of the Board at the time of the resolution to dissolve.
3. During the liquidation, the provisions of these articles of association shall remain in force as far as possible.
4. In the event of the dissolution of the Association, any balance remaining after liquidation shall be allocated in full to another institution pursuing a general interest similar to that of the Association and which benefits from tax exemption. Under no circumstances may the balance remaining accrue to the founders, members of the Association, donors, or their family members, nor be used, in whole or in part or in any way whatsoever, for their benefit. The balance remaining after liquidation must, prior to the resolution to dissolve, be allocated for a purpose determined by the general meeting of members on a proposal of the Board. If the general meeting of members does not adopt, or is unable to adopt, such a resolution, the liquidators shall adopt this resolution.