

EUROPEAN ACADEMY OF
DERMATOLOGY & VENEREOLOGY

STATUTES 2010

13/05/2010

EXTRAORDINARY GENERAL MEETING, CAVTAT, CROATIA

EUROPEAN ACADEMY OF DERMATOLOGY AND VENEREOLOGY

STATUTES 2010:

1. NAME AND PLACE OF BUSINESS

- (A) The name of the Association is the EUROPEAN ACADEMY OF DERMATOLOGY AND VENEREOLOGY (hereinafter for convenience referred to as "the Academy")
- (B) The principal place of business of the Academy shall be LUGANO, CANTON OF TICINO, SWITZERLAND
- (C) The official language of the Academy shall be English, and the Academy is governed by the present version in English of the statutes, prevailing over any translations into other languages, which are for information only.

2. OBJECTIVES OF THE ACADEMY

The objectives of the Academy shall be:-

- (A) To advance excellence in clinical care, research, education and training in the field of dermatology and venereology.
- (B) The funding and the operation of an Academy with the function of providing the highest quality of advanced medical training in Dermatology and Venereology and related fields of medicine, science and research.
- (C) The promotion of the highest standards of clinical care in the aforementioned specialties.
- (D) To be concerned with supporting the maintenance and enhancement of high standards in professions related to Dermatology and Venereology and public health services and other professions or practices that the Academy may from time to time consider relevant.
- (E) To act as the advocate and educator of patients particularly those with cutaneous or venereal diseases.
- (G) To prepare, edit, publish and circulate such papers, books, journals or other literary or electronically based matter as may seem conducive to the objectives of

the Academy.

- (H) to purchase, take on lease or in exchange, hire or otherwise acquire in the name of the Academy any real or personal property or any rights or privileges which the Academy deems necessary or conducive to the promotion of its objects and to maintain, alter or construct any building or structure necessary or convenient for the work of the Academy.
- (I) to sell, lease, mortgage, dispose of or otherwise deal with all or any of the property or properties of the Academy.
- (J) To employ such persons and retain the services of such persons, companies or corporations as are necessary to give effect to the object of the Academy.
- (K) To carry out such other lawful activities as may be incidental to or conducive to the attainments of the objectives of the Academy.

3. NON - PROFIT MAKING

The Academy shall be a non-profit making organisation.

4. MEMBERSHIP

- (A) All applications for membership must be in writing and sent to the Secretary General who shall from time to time present membership applications to the Board for approval or rejection, and for the determination of the category to which the member will be assigned.
- (B) All applicants for membership must agree to comply with all the rules relating to membership as outlined in the bye laws of the Academy from time to time.
- (C) The first twelve calendar months membership will be a qualifying period and the member will only become eligible for voting rights and standing for election in the 2nd consecutive year of membership.
- (D) The number of members shall be unlimited. It cannot however at any time be less than three.

5. CATEGORIES OF MEMBERSHIP

The members of the Academy shall be:

- (A). Ordinary Members:**

Any person who is a national of an eligible European country* can be an Ordinary Member of the Academy.

This category of Members is open to such eligible persons who accept the principles and the purposes of the EADV and who are accepted by the Board of Directors according to Art. 4 of the Statutes.

Ordinary members shall be entitled to vote but are not eligible to be elected to the Board of Directors or to the Executive Committee."

**see Article 17 (A)*

(B). Specialist Members:

(1) This category of membership is open to:

- (a) Specialists in Dermatology and/or Venereology who are certified as specialists in Europe.
- (b) European nationals who are certified as specialists in Dermatology and/or Venereology.
- (c) Scientists holding a PhD degree or the equivalent in Dermatology and/or Venereology and/or Cutaneous Biology related subjects and who are engaged in full time research in these or related subjects.

(2) Specialist members shall be entitled to vote and are eligible to be elected as Officers of the Academy (as defined in statute 18(2) below) and Members of the Board.

(C). Junior Members:

(1) This category of membership is open to: -

Physicians or scientists (see above) in full time training in Dermatology and/or Venereology or related sciences, or who have recently been certified as a specialist or PhD scientist in these sciences.

A Junior member shall become a Specialist Member provided he / she produce evidence of certification of specialization or completion of scientific training to the satisfaction of the Board. Members in this category have the option of continuing in this category even after full specialisation until they attain 35 years of age.

(2) Junior members shall pay a reduced membership fee.

(3) Physicians or scientists under 35 years of age are entitled to apply to become Specialist members before reaching the age of 35 years if they so wish and if they satisfy the requirements for Specialist membership outlined in Statute 5(A) above.

- (4) Junior members shall be entitled to vote but may not be elected to the Board or elected as Officers of the Academy.

(D). Retired Members:

- (1) This category of membership is open to former Specialist members who have retired (i.e. reached the age of 65yrs or retired from active practice in their profession). However, Specialist members who reach the age of 65yrs and/or who have retired from active practice may continue in the category of Specialist member with all rights and obligations should they so wish.
- (2) All members choosing to become Retired members shall pay reduced membership fees, and are eligible to vote, but are not eligible for election as officers or members of the Board.

(E) International Members:

- (1) This category of membership is open to: -
 - (a) Specialists in Dermatology and/or Venereology of non-European nationality who are certified as specialists outside Europe and who provide evidence of certification to the satisfaction of the Board or Scientists holding a PhD Degree or the equivalent in Dermatology and/or Venereology and/or Cutaneous Biology related subjects and who are engaged in full time research in these or related subjects.
 - (b) Physicians or scientists of non-European nationality in full time training in Dermatology and/or Venereology or related sciences outside Europe.
 - (c) Physicians with special interest in Dermatology / Venereology of non European Nationality who otherwise would be eligible for Ordinary membership.
- (2) International members are entitled to vote and are not eligible to be elected to the Board or as Officers of the Academy.

(F) Supporting Members:

Supporting members are organizations which are particularly active in the field of Dermatology and/or Venereology.

Supporting members will include:

- (1) National European Dermatology / Venereology societies

- (2) Corporate- Health care companies with a major interest in Dermatology / Venereology.
- (3) Any other bona fide organisation related to Dermatology / Venereology and approved by the Board of Directors

Supporting members shall not be entitled to vote and are not eligible to be elected Members of the Board of Directors or of Executive Committee.

(G) Honorary Members:

- (1) Honorary membership may be granted by the Board to distinguished persons who have performed particular meritorious services to Dermatology and/or Venereology and/or to the Academy.
- (2) All Founding Members of the Academy shall henceforth be known as Honorary members.
- (3) Honorary members shall pay no annual subscription to the Academy.
- (4) Honorary members shall be entitled to vote but are not eligible to be elected to the Board or be appointed an Officer of the Academy.

(H) Distinguished Corresponding Members:

- (1) The Board of Directors may from time to time invite distinguished international specialists or scientists from outside Europe to become corresponding members of the Academy. Distinguished Corresponding members shall pay no annual subscription to the Academy.
- (2) Distinguished Corresponding members are entitled to vote but are not eligible to be elected to the Board or as Officers of the Academy

6. SUSPENSION OF MEMBERSHIP

If a member fails to pay his Annual membership fee by the 31 MAY his / her membership shall automatically be suspended and he / she shall lose all rights of membership. Suspension of the membership may be lifted upon payment of the membership fee (together with any arrears) subject to the conditions indicated to the second paragraph of this article.

If the payment of the membership fee and all arrears is made before the 31 MAY the member shall be entitled to exercise his/her right to vote and privileges thereafter but if the payment of the membership fee and all outstanding arrears is made after 31 MAY the member shall not be entitled to exercise his/her vote on any issue until

after the 1st January of the following calendar year.

7. TERMINATION OF MEMBERSHIP

A person shall *ipso facto* cease to be a member of the Academy with immediate effect upon the happening of any of the following events: -

- (1) Upon death.
- (2) Upon resignation in writing (under cover of registered post) to the Secretary General.
- (3) If a Specialist Member, Junior Member, International Member, Distinguished Corresponding Member loses his/her license to practice as a physician or loses recognition of specialist status on grounds other than age or illness, or loss of respected standing as a scientist or change from full-time research status as a scientist.
- (4) Upon expulsion pursuant to Statute 8 hereof.
- (5) Upon ceasing to qualify for one of the categories of membership of the Academy pursuant to Statute 5 hereof.

8. EXPULSION FROM MEMBERSHIP

- (A) Subject to Statute 8 (b) the Board, having received a complaint in writing against a member, may expel such member from the Academy if in the opinion of a majority comprising not less than two thirds of the members voting in secret ballot shall deem such member to be an unfit or unsuitable member of the Academy by reason or on account of his/her failure to observe any of the statutes of the Academy or of his having acted or behaved or omitted to act or behave in any respect in a manner deemed to be detrimental to the interests of the profession or the Academy or calculated to bring the Academy into disrepute.
- (B) Such members shall be given not less than fourteen days' clear notice of such a meeting and shall be entitled to be present thereat in person and/or represented by their legal advisors and to a hearing at any such meeting.
- (C) Subject to the approval of not less than two thirds of the members of the Board voting at the meeting, a sanction less severe than expulsion (and to include suspension from membership for such period as may be thought fit) may be imposed.
- (D) A member to be expelled or otherwise dealt with in accordance with the foregoing provisions of this statute shall forfeit all claims to return of any monies paid by him to the Academy whether for annual membership fee or

otherwise howsoever.

- (E) The Board if it so decides may request the Ethics Committee to examine the issues relating to the conduct of a member whose expulsion is being proposed and to report their findings to the Board prior to a vote being taken.

9. MEMBERSHIP FEES

The membership fee for all categories of membership shall be determined by the Board from time to time and shall be paid at the beginning of each calendar year in a single payment.

The Board may grant a reduction in the membership fee in exceptional cases.

10. GENERAL MEETING

- (A) The Academy shall in each year hold an Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the Notices convening it. Not more than eighteen months shall elapse between the date of one Annual General Meeting of the Academy and the date of the next.
- (B) The Annual General Meeting of the Academy shall be held at such a time and at such a place as the Board shall appoint.
- (C) All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.
- (D) An Extraordinary General Meeting shall be convened by the Secretary General on receipt of a requisition in writing clearly outlining the purpose of the Extraordinary General Meeting from the Executive Committee or 50% (fifty per cent) plus one of the Board or 1/5 (one fifth) of the membership of the Academy .

11. NOTICE OF GENERAL MEETINGS

Not less than six weeks notice shall be given of all General Meetings except in the case of emergency when the Board may convene an Extraordinary General Meeting on giving not less than fourteen days' notice. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given and shall specify the place, day, hour and agenda of the meeting and, in the case of special business, which shall include any matter that may require a resolution of the members of the Academy, details of the general nature of that business and will be sent (together with all necessary accompanying documentation and voting papers) to each member by ordinary

mail and/or by publication in the EADV news and/or the official journal of the Academy and/or electronically and/or via the EADV website

12. PROCEEDINGS AT GENERAL MEETINGS

- (A) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General meeting with the exception of the following matters which shall be deemed to be the ordinary business of the Annual General Meeting as follows: -
- (1) The election of the President elect
 - (2) The approval of any changes to these statutes.
 - (3) The consideration of the reports of each of the Officers of the Academy for the previous year
 - (4) The consideration of the report of the Board.
 - (5) The consideration of the Academy's plans for the following year
- (B) (1) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise specifically provided, twenty-five members present in person shall be a quorum.
- (2) No motion or resolution of the members shall be passed at any General Meeting unless the subject of such motion or resolution is noted in the agenda of the relevant General Meeting circulated in accordance with Article 11 hereof.
- (3) Any resolution of the members to be passed at any General Meeting shall be passed by a majority of the members voting at the relevant General Meeting. Any Officer of the Academy may be removed from office by means of a resolution passed by the members at any General Meeting provided that the Secretary General has given the relevant Officer of the Academy not less than fourteen days' clear notice of the fact that such a resolution shall be voted upon at the relevant General Meeting and that the relevant Officer of the Academy is given the opportunity to address the members present at the relevant General Meeting before any vote is taken by such members.
- (4) A member shall not at any time vote on any matter relating to a contract, proposed contract or legal proceedings between the Academy and himself/herself or his/her spouse or any of his/her ascendants or descendants in a direct line.

- (C) If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting shall stand adjourned to such other day and such other time and place as the Board may decide and if at the adjourned Meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall constitute a quorum.
- (D) The President of the Academy shall preside at every General Meeting of the Academy with all appropriate powers and privileges. If he is unable to attend, the President-elect of the Academy shall preside and if neither of them is able to attend the President shall nominate an Officer of the Academy to preside in their absence. The President or his nominated replacement will, as presiding officer of the General Meeting, have a casting vote.

13. VOTES OF MEMBERS

- (A) Eligibility to vote:
Every Ordinary, Specialist, Junior, Honorary, Retired, Distinguished Corresponding and International member in good standing has one vote.
- (B) Exclusion from voting:

No member shall be entitled to vote at any General Meeting unless his / her current annual membership fees and other sums payable by him to the Academy shall have been paid in full by 31 May as specified in Art.6.
- (C) Validity of votes:

No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the vote objected to is given or tendered. Every vote not disallowed at such General Meeting shall be valid for all purposes exercised at such General Meeting. Any such objection made in due time shall be referred to the Chairperson of the General Meeting whose decision shall be final and conclusive.
- (D) Procedure of voting:

Voting may be carried out personally, or by post or by electronic mail as detailed in the convening notice. The details of the relevant voting procedure shall be decided from time to time by the Board and will be outlined on the notice convening such meetings.
- (E) Administration of Elections:

Unless otherwise specified by the Board, the Secretary-General and the administrative staff shall administer elections with the advice and assistance of the Academy's legal advisors and with the assistance of the Nominating and Election Monitoring committee.

14. CANDIDATES FOR ELECTION

Only Specialist Members are entitled to stand for election. All candidates going forward for election must be approved by the Nominating and Election Monitoring committee. All candidates must agree to adhere to the Code of Conduct of the Academy, complete the Conflict of Interest statement of the Academy and adhere to the Rules governing the behavior of candidates presenting for election as provided for in the Bye Laws. Failure to do so may invalidate the candidature.

15. BOARD

The Academy shall be administered by the Board which shall be composed of only Specialist Members of the Academy elected as follows:

- (1) One Board member from each European Country the voting membership of which is less than one hundred.
- (2) Two Board members from European Countries whose voting membership at the Academy exceeds one hundred.

16. ELECTIONS TO THE BOARD

- (A) Voting members from each eligible European Country shall elect their Board member/ members by voting in an election of all eligible members in that country administered by the Secretary General of the Academy according to 13(d) and (e) above and subject to article 17 below.
- (B) Each candidate presenting himself/herself for election to the Board must be a National of and resident in the country which they are seeking to represent and be nominated by two voting members resident in that country.
- (C) The President and President-elect are members of the Board and the immediate past President remains a member of the Board for two years after the end of his/her term as President. Each retains the right to vote, but only the presiding officer has a casting vote.
- (D) The President or his nominee is the presiding officer at all meetings of the Board.

- (E) The Board representative of each eligible European Country is elected for a period of three years and may be re-elected once.
- (F) Any member of the Board elected at a time prior to these Statutes being adopted by the Academy shall not, regardless of the term of office provided for a member of the Board under the statutes relevant to the Academy at the time of his/her election, serve as a member of the Board for a period in excess of six years.

17. ELIGIBLE EUROPEAN MEMBER COUNTRIES

- (A) The eligible European Countries shall be the countries recognized as being within the geographic boundaries of Europe by the European Union together with any other European Country situated at least partly within the geographic boundaries of Europe which has been accepted as an eligible European Country by the Board. Regardless of their geographic location European Countries shall not be entitled to elect a member to the Board of Directors unless: -

- (1) There are twenty voting members of the Academy registered from that country

Or

- (2) It has been shown to the satisfaction of the Board that at least 25% of the total of specialists in Dermatology and/or Venereology and/or eligible scientists resident in that country is registered as voting members of the Academy.

- (B) European countries including San Marino, Liechtenstein, Monaco, Andorra and the Vatican State and others which may be considered from time to time appropriate by the members voting at the AGM shall have their interests represented by the past President of the Academy.

18. POWERS, DUTIES and PROCEDURES OF THE BOARD

- (A)
 - (1) The business and management of the Academy shall be subject to the approval of the Board which shall exercise all such powers of the Academy as are not by these Statutes required to be exercised by the Academy in General Meetings subject nevertheless to these Statutes and to such direction as may be given by the Academy in General Meeting. No direction given by the Academy in General Meeting shall invalidate any prior act of the Board which would have been valid if that direction had not been given.

- (2) The Board shall elect the following as the Officers of the Academy

(hereinafter for convenience referred to as "the Officers of the Academy"),
being

- (a) The Secretary General
- (b) The Secretary General elect
- (c) The Treasurer
- (d) The Treasurer elect

These elections shall be conducted by secret ballot of the members of the Board.

- (B) The Board shall, from time to time, make bye laws and may alter or rescind any bye laws so made provided that no such bye law may be altered or rescinded by a subsequent Board unless with the express consent of the majority of the members of such Board relating to the following:
 - (1) The manner of conducting the proceedings of meetings of the Board.
 - (2) The management and conduct of the business of the Academy not specifically referred to the members of the Academy in General Meetings.
 - (3) The management of all premises and property of the Academy and the conduct of business and functions and any such premises and property.
 - (4) The duties of the Officers of the Academy.
 - (5) All such other bye laws as the Board feel are necessary for the proper running and management of the Academy in accordance with these Statutes.
- (C) The Board shall meet as often as the interests of the Academy so require but at least once per annum. The meeting shall be convened in the following manner:
 - (1) At the direction of the President
 - (2) At the direction of a majority of members of the Board
- (D) No business shall be transacted by the Board unless at least half the members of the Board are present.
- (E) Unless expressly stated differently in these Statutes, all resolutions of the Board shall be passed by a majority of votes cast. If an equal number of votes are cast for and against any resolution, the President or his nominated replacement shall

have the casting vote.

- (F) The Secretary General shall keep the minutes of the Board meetings which shall be entered into a minute book having been signed by the President and the Secretary General when agreed as a valid record by a vote of a majority of the directors who attended the meeting in question.
- (G) The Board will have the authority to appoint and dismiss committees (and their chairpersons), who will report on their activities as required by invitation to the Board meetings (without voting rights thereat). These committees will include:
1. the Ethics Committee,
 2. the Finance Committee,
 3. the Nominating and Election Monitoring Committee,
 4. the Membership Committee,
 5. the Statutes and Development Committee,
 6. the Scientific Committee,
- and other such committees as the Board shall decide from time to time.
- (H) The Board may appoint an Administrator to assist in the day to day management of the activities of the academy. The administrator may attend the meetings of the Board and Executive Committee in an advisory role unless specifically requested not to attend by the President, or a majority of the members of either of these bodies.
- (I) A Board member will be suspended or dismissed from office if suspended or dismissed from membership, or if two thirds of the voting members in that country so vote in an election called and administered by the secretary-general.
- (J) Electronic consultation and voting are acceptable procedures for all committees, the EC and the Board.

19. POWERS, DUTIES and PROCEDURES OF THE EXECUTIVE COMMITTEE

- (A) The day to day management of the Academy is delegated by the Board to

the Executive Committee (hereafter called the EC). The EC shall be comprised of the following members:

- (1) The President of the Academy
 - (2) The President elect of the Academy
 - (3) The past President of the Academy
 - (4) Two members of the Board elected by the Board from within their members. These members shall be from a country which is not already represented on the Executive Committee by the President, the President elect, the past President or the other Officers of the Academy.
 - (5) The Treasurer (and Treasurer elect if any)
 - (6) The Secretary- General (and Secretary-General elect if any)
- (B) The EC may invite members of the Academy (or others) to attend meetings or parts thereof in an advisory role without voting rights.
- (C) The President or his nominated substitute will preside at all EC meetings and in the event of a tied vote shall have a casting vote.
- (D) All members of the EC shall be entitled to vote on all matters with the exception of the secretary-general- elect and the treasurer-elect who attend all meetings in a non-voting capacity.
- (E) The Secretary General shall keep the minutes of all EC meetings which shall be entered into a minute book having been signed by the President and the Secretary General and agreed as a valid record by a vote of the majority of the members who attended the EC meeting in question. The minutes of all EC meetings will be forwarded to the Board when approved.

20. ACCOUNTS

At the end of each financial year the Treasurer with the advice and guidance of the Academy's accountants (and if he/she wishes the Finance Committee) shall draw up the annual accounts for the expiring year and the budget for the following year for consideration by the Board, and ensure that the accounts of the Academy are submitted to the EADV auditors, appointed by the Assembly, in good time.

21. DURATION OF OFFICE

- (A) The duration of office for each Officer of the Academy, the President and the President-elect is 2 years with the exception of the Secretary-General and the Treasurer whose duration of office is for a total of 4 years. Officers of the Academy, the President and the President-elect are not eligible to stand for re-election to any office which they held any time before.
- (B) The Secretary-General elect and the Treasurer-elect shall assist the Secretary-General and Treasurer respectively, and will become the Secretary-General and Treasurer respectively. They are appointed during the last two years of tenure of the Officer of the Academy whom they are assisting and whom they will eventually replace. As above, the President-elect is elected for a period of two years and therefore becomes President for two years. For the avoidance of doubt, the President cannot be re-elected as President-elect nor can he stand for election to a position as an Officer of the Academy.
- (C) The General Meeting may at any time dismiss Officers of the Academy provided that this is on the agenda of the meeting; the Officer of the Academy in question has been given notice and has an opportunity to present their case, and a two thirds majority of members voting support the dismissal.
- (D) In the event of death, severe illness or incapacity of the President, the President-elect shall take over the function of President. If this is required for longer than a 3 month period, then the term of office of the new President shall be deemed to have started from the time that he took up the position of the previous President.

22. LEGAL PROCEEDINGS

Any two members of the Executive Committee acting jointly may represent the Academy in all dealings with third parties including legal proceedings.

23. AMENDMENTS TO STATUTES

The Board voting by a majority of two thirds of its members, may propose changes to the Statutes. Such proposals shall be referred to the Statutes and Development Committee for formulation and cross referencing and thereafter presented to the General Meeting for decision.

The Academy in General Meeting by a majority of not less than two thirds of the members voting may extend, amend or appeal the Statutes for the time being in force. Voting will not be limited to eligible members physically present at the Extra Ordinary General Meeting but will include the option of electronic and / or postal voting .

A copy of every proposed amendment to the Statutes which is to be laid before the General Meeting of the Academy shall not less than six weeks before the date of the General Meeting be sent (together with all necessary accompanying documentation and voting papers) to each member of the Academy by ordinary mail and/or by publication in the EADV News and/or official journal of the Academy and/or electronically and/or via the EADV website. Amendments to the Statutes may either be accepted or rejected at the General Meeting but may not be altered or amended from the floor of the General Meeting.

24. DISSOLUTION

In the event of dissolution of the Academy, the members of the Academy will be notified of the General Meeting convened for that purposes and be sent voting papers with this agenda item and shall, if necessary appoint liquidators, determine their powers and decide on the destination of the assets of the dissolved Academy, following discharge of its liabilities. In case of dissolution of the Academy the active assets will be given to other institutions with similar purposes and which will have the same benefits of tax exemption

25. GENERAL PROVISIONS

- (A)** (1) All functions performed within the Academy by its Members and by the Members of the Board of Directors, of the Executive Committee and of other Committees will be discharged gratuitously and only out of pocket expenses can be reimbursed.
- (2) Upon previous agreement with the Swiss Tax Authorities, a fee can be granted to the Members of the Board or of the Executive Committee or of other Committees in consideration of their particular activity for EADV.
- (B)** (1) In these statutes save where the contrary intention expressly appears, the masculine shall include the feminine the singular the plural and vice versa.
- (2) Reference in these statutes to “in writing” shall include notices and accompanying documentation sent electronically via email or other comparable technology, and, for the avoidance of doubt, Notices convening General Meetings of the Academy and documentation required under these statutes to accompany such notices may be served electronically and where so served shall be deemed to have been received

by the recipient Member on the date and time of sending unless a failure notice is received within twelve hours of the email being sent.

- (C) Members of the Academy are responsible of the debts of the Academy only within the limit of the value of its social share of capital.