

ESLD (EUROPEAN SOCIETY FOR LASER AND EBD DERMATOLOGY)

STATUTES 2018

(Approved amendments)

1. NAME AND PLACE OF BUSINESS

(A) The name of the Association is the EUROPEAN SOCIETY FOR LASER AND EBD DERMATOLOGY (hereinafter for convenience referred to as "the Society").

(B) The principal place of business of the Society shall be 34, Rue Fortuny 75017 Paris (France)

(C) The official language of the Society shall be English, and the Society 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 SOCIETY

The objectives of the Society shall be:

(A) To advance excellence in clinical care, research, education and training in the field of Laser and EBD Dermatology.

(B) The funding and the operation of a Society with the function of providing the highest quality of advanced medical training in Laser and EBD Dermatology 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 achievement, maintenance and enhancement of high standards in professions related to Laser and EBD Dermatology and public health services and other professions or practices that the Society may from time to time consider relevant.

(E) To act as the advocate and educator of patients particularly those with skin alterations amenable to laser and ED treatments.

(F) 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 Society.

(G) To purchase, take on lease or in exchange, hire or otherwise acquire in the name of the Society any real or personal property or any rights or privileges which the Society 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 Society.

(H) To sell, lease, mortgage, dispose of or otherwise deal with all or any of the property or properties of the Society.

(I) 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 Society.

(J) To carry out such other lawful activities as may be incidental to or conducive to the attainments of the objectives of the Society.

3. NON-PROFIT MAKING

The Society shall be a non-profit making organization.

4. MEMBERSHIP

(A) All applications for membership must be submitted via the ESLD website or to the society secretarial office who shall present membership applications to the Board of Directors 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 bylaws of the Society from time to time.

(C) Each applicant applying for Ordinary Membership shall complete and submit an ESLD official application form and provide a proof of his/her medical degree and specialization.

(D) Each applicant applying for Student/Fellow-in-training Membership shall complete and submit an official ESLD application form and a proof of his/her residency/ fellowship status signed by the Director of the applicant's residency/training program or the Chairman of the institution/department where the applicant is training or actively participate in a post-graduate research or fellowship program.

(E) Each applicant applying for Supporting Membership shall complete and submit an official ESLD application form.

(F) Each applicant applying for Collaborating Society Membership shall complete and submit an official ESLD application form.

(G) 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 Society shall be:

(A) Ordinary Members:

Any Board certified physician who is a national of an eligible Country, in good standing by his/her national physician or scientific society, can become an Ordinary Member of the Society. This category of Members is open to such eligible persons who accept the principles and the purposes of ESLD and who are accepted by the EC according to Article 4 of the Statute. Ordinary Members shall have full membership rights as recognized under customary parliamentary practice, including, but not by way of limitation, the rights to attend meetings and participate in discussions. They have full access to ESLD web site. They shall pay all membership dues and assessments approved by the Society on annual basis. They shall observe all bylaws and administrative regulations of the Society. Ordinary members shall be entitled to vote and are eligible to be elected to the Board or as Officers of the Society.

(B) Student – Fellow in Training Members:

This category of membership is open to:

- (1) Physicians or scientists (see above) in full time training in Dermatology and Venereology or related sciences.
- (2) A Student member shall become an Ordinary Member provided he/she produces evidence of certification of specialization or completion of scientific training to the satisfaction of the EC.

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Student members shall pay no fee, but are encouraged to actively participate in the activities of the Society.

Student members shall not be entitled to vote.

(C) Supporting Members:

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

Supporting members will include:

- (1) Corporate-Health care companies with a major interest in Laser/EBD Dermatology and/or their employees. They shall pay all membership dues and assessments approved by the Society on annual basis.
- (2) Supporting members shall not be entitled to vote and are not eligible to be elected to the Board or as Officers of the Society.

(D) Collaborating member Societies:

Collaborating member Societies are organizations which are particularly active in the field of Laser and EBD Dermatology and/or Venereology.

(E) Collaborating member Societies will include:

National European and non-European Dermatology/Venereology and Specialty-related non-profit societies.

Any other *bona fide* organization related to Laser/EBD Dermatology and related Specialties and approved by the EC.

Collaborating members shall not be entitled to vote and are not eligible to be elected to the Board or as Officers of the Society.

(F) Honorary Members:

Honorary membership may be granted by the Board to distinguished persons who have performed particular meritorious services to the field of Laser/EBD Dermatology and related specialties and/or to the Society.

All Founding Members of the Society shall henceforth be granted Honorary membership privileges.

All ESLD Presidents serving 3 years or longer.

Honorary members shall pay no annual subscription to the Society.

Honorary members shall be entitled to vote but are not eligible to be elected to the Board or as Officers of the Society. They can be nominated Advisors to the Board if such meets the needs of the Society thus becoming members of the Advisory Board of the Society.

6. SUSPENSION OF MEMBERSHIP

Annual membership fees must be credited to the Society for each calendar year by May 31st.

Full membership rights (such as voting right) are granted until the 31st December of the settled membership year.

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Members whose fee payment is credited to the Society after May 31st are entitled to benefits (such as access to the Members Area) from the credit date until 31st May of the following year, but not to member rights such as voting, standing for election, endorsing membership applications, proposing and seconding candidates for any elections until the renewal of the membership for the following year.

7. TERMINATION OF MEMBERSHIP

A person shall *ipso facto* cease to be a member of the Society 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.
- (3) If an Ordinary Member, Student Member, Honorary 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 Article 8 hereof.
- (5) Upon ceasing to qualify for one of the categories of membership of the Society pursuant to Statute 5 hereof.

8. EXPULSION FROM MEMBERSHIP

(A) Subject to Article 8 (B) the Board of Directors, having received a complaint in writing against a member of the Society, may expel such member from the Society if, in the opinion of the majority of the Executive Committee in secret ballot, the EC shall deem such member to be an unfit or unsuitable member of the Society by reason or on account of his/her failure to observe any of the Statute of the Society 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 Society or calculated to bring the Society into disrepute.

(B) Such members shall be given not less than 14 (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 the majority of the EB 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/her to the Society whether for annual membership fee or otherwise howsoever.

(E) An expulsion may be appealed before the Board within 30 (thirty) days. The Board shall treat the matter at the next meeting. The expelled member shall be invited to attend. The member remains suspended from membership until the Board has reached a decision with the majority of votes.

9. MEMBERSHIP FEES

The membership fee for all categories of membership shall be determined by the Board of Directors from time to time and shall be paid by 31st May of each calendar year in a single payment.

In case new members join the Society after 31st May until September 1st they have full membership status but do not have the right of vote for that year.

In case new members join the Society after 1st September they have full membership status but do not have the right of vote for that year – their fee will be considered also for the full following year.

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

10. BODIES (Organs) of the Society

The bodies of the Society are:

- (1) The Ordinary General Meeting (OGM),
- (2) The Board of Directors (referred to as the "Board"),
- (3) The Executive Committee (EC) – Formed by the Key Officers and the Board of Directors
- (4) The Advisory Board

11. ORDINARY GENERAL MEETING (OGM)

The Society shall in each year hold an Annual Ordinary General Meeting (OGM) in addition to any other meetings in that year and shall specify the meeting as such in the Notices convening it. Not more than 18 (eighteen) months shall elapse between the date of one Annual Ordinary General Meeting of the Society and the next Annual OGM.

The Annual Ordinary General Meeting of the Society shall be held at such a time and at such a place as the EC shall appoint.

All General Meetings other than the Annual Ordinary General Meeting shall be called Extraordinary General Meetings.

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 EC or by simple majority of the Board or 1/5 (one fifth) of the membership of the Society.

An Extraordinary General Meeting shall be convened by the Secretary General within 6 (six) months of the date of retirement/resignation of a Member of the Board of Directors.

12. NOTICE OF GENERAL MEETINGS

Not less than 4 (four) weeks' notice shall be given via written convocation or e-mail of all Ordinary General Meetings except in case of emergency, when the EC may convene an Extraordinary General Meeting on giving not less than 14 (fourteen) days' notice.

All convocations to General Meetings shall be accompanied by an itemized agenda.

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 case of special business – which shall include any matter that may require a resolution of the members of the Society –, details of the general nature of that business will be sent (together with all necessary accompanying documentation and voting papers) to each member by ordinary mail and/or by publication in the ESLD newsletter and/or electronically and/or via the ESLD website.

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13. PROCEEDINGS AT GENERAL MEETINGS

(A) All business that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual Ordinary General Meeting shall be deemed special, with the exception of the following matters which shall be deemed to be the ordinary business of the Annual General Meeting:

- (1) The presentation of the President's report.
- (2) The presentation of the Secretary General's report.
- (3) The presentation of the Treasurer's report.

The reports shall be about the previous calendar year, but also include an update on the current year and plans for the upcoming year. The presentation of any reports is for information purposes only.

(B) No business shall be transacted at any Ordinary General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as otherwise specifically provided, 10 (ten) members present in person shall be a quorum.

(C) No motion or resolution of the members shall be passed at any Ordinary General Meeting unless the subject of such motion or resolution is noted in the agenda of the relevant Ordinary General Meeting circulated in accordance with Article 11 hereof.

(D) 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.

(E) A member shall not at any time vote on any matter relating to a contract, proposed contract or legal proceedings between the Society and himself/herself or his/her spouse or any of his/her ascendants or descendants in a direct line.

(F) 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 EC 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.

(G) The President of the Society shall preside at every General Meeting of the Society with all appropriate powers and privileges. If he/she is unable to attend, the President-Elect of the Society shall preside and if neither of them is able to attend the President shall nominate an Officer of the Society to preside in their absence. The President or his/her nominated replacement will, as presiding officer of the General Meeting, have a casting vote.

14. VOTES OF MEMBERS

(A) Eligibility to vote:

Every Ordinary and Honorary member in good standing has one vote.

(B) Exclusion from voting:

No member shall be entitled to vote at any Ordinary General Meeting unless his/her current annual membership fees and other sums payable by him to the Society shall have been paid in full by 31st May as specified in Article 6.

(C) 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 EC and will be outlined on the notice convening such meetings. On site votes shall be show of hands. Upon the request of at least 3 (three) attending Ordinary Members the vote shall be by written and secret ballot.

Any abstentions of attending Ordinary/Honorary Members shall be deemed to be votes not cast. In the event of a tie of votes the motion concerned shall be deemed to be dismissed.

The resolution to dissolve the Society must be made with the consent of at least $\frac{3}{4}$ (three quarters) of attending Members.

All resolutions passed in the General Meetings shall be recorded in Minutes. The Minutes must be duly signed by the Chairperson of the Meeting and the recording Secretary. Should more than one chairperson take active part at the General Meeting, all should sign the Minutes. Each Member shall be entitled to review the Minutes.

Recording as a means to draw up the Minutes shall be expressly permitted.

(D) Administration of Elections:

Unless otherwise specified by the EC, the Secretary of the Society and the administrative staff shall administer elections.

The General Meeting shall have the following irrevocable functions:

- (1) approve the annual Society accounts;
- (2) release the Board of Directors;
- (3) elect the Board of Directors;
- (4) elect the Advisory Board;
- (5) make any amendments to the Society Statute;
- (6) determine the membership fees;
- (7) pass resolutions on motions submitted by the Board of Directors and Ordinary/Honorary Members;
- (8) deal with appeals of declined applicants;
- (9) dissolve the Society.

15. CANDIDATES FOR ELECTION

Only Ordinary Members are entitled to stand for election. All candidates going forward for election must be approved by the Executive Committee and Advisory Board. All candidates must agree to adhere to the Code of Conduct of the Society, complete the Conflict of Interest statement of the Society and adhere to the Rules governing the behavior of candidates presenting for election as provided for in the Statute. Failure to do so may invalidate the candidature. The applications for the board positions must be submitted at least 60 (sixty) days before the OGM to the secretarial office of the Society.

16. BOARD OF DIRECTORS (BoD)

The Board of Directors, whose tasks are listed in Article 18, shall be composed of only Ordinary Members of the Society

17. ELECTIONS TO THE BOARD OF DIRECTORS

Voting members shall elect the President and the Vice president by voting in an election of all eligible members. Each candidate putting himself/herself forward for election to the Board of Directors needs to be proposed and seconded by voting members having the ESDL membership in good standing.

The President or his nominee is the presiding officer at all meetings of the BoD.

The President and Vice-president of the BoD are elected for a period of 3 (three) years and may be re-elected once; they will nominate the Secretary General and the Treasurer from the list of applicants for those positions.

18. POWERS, DUTIES and PROCEDURES OF THE BOARD OF DIRECTORS (BoD) AND OF THE EXECUTIVE COMMITTEE (EC)

The Board of Directors shall perform the following activities:

- (1) Make all strategic decisions that affect the activities and development of the Society. The BoD shall be responsible for all business not assigned to another organ of the Society under the present Statute;
- (2) Approve the Officers' reports;
- (3) Decide on the annual budget;
- (4) Propose and decide motions;
- (5) Amend the Statute in accordance with Article 23
- (6) In case of legal issues involving the Society, a designed Member of the Board of Directors shall represent the Society in Court and out of Court

The President should propose Key Officers who will be nominated based on a simple majority vote by the Boards of Directors:

- (1) Key officer 1 - Research
- (2) Key officer 2 - Membership
- (3) Key officer 3 - Education
- (4) Key officer 4 - Meetings
- (5) Key officer 5 - Communications
- (6) Key officer 6 - Guidelines
- (7) Any other key officers as the BoD may deem useful. The number of officers of the Society is limited to a maximum of 12 (twelve) in total.

The BoD shall, whenever useful, make, alter or rescind Statute articles relating to the following:

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- (1) The manner of conducting the proceedings of meetings of the Board.
- (2) The Key Officers of the Society elected by the Board.
- (3) Any other activities of the BoD.

The Board of directors and/or the EC shall meet as often as the interests of the Society so require, but at least once per year. 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 EC

No business shall be transacted by the EC unless at least half the members of the EC have expressed their vote.

Unless expressly stated differently in this Statute, all resolutions of the BoD 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/her nominated replacement shall have the casting vote.

The Secretary shall take and store the Minutes of the BoD meetings which shall be signed by the President and the Secretary when agreed as a valid record by a vote of a majority of the Members who attended the meeting in question.

A Board member will be suspended or dismissed from office if suspended or dismissed from membership.

Electronic consultation and voting are acceptable procedures for the society elections.

The BoD shall perform all such strategic activities of the Society that, according to this Statute, are not under the responsibility of another body of the Society. The BoD shall be comprised of the following officers:

- (1) The President of the Society
- (2) The Vice-President of the Society
- (3) The General Secretary of the Society
- (4) The Treasurer of the Society

The BoD shall, whenever useful, make, alter or rescind bylaws relating to the manner in which the BoD operates as well as to any activities under the responsibility of the BoD.

The BoD may invite members of the Society (or others) to attend meetings or parts thereof in an advisory role without voting rights.

The President or his/her nominated substitute will preside at all BoD meetings and in the event of a tied vote shall have a casting vote.

All members of the BoD shall be entitled to vote on all matters.

The Secretary General shall keep and store the minutes of all BoD meetings which shall be 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 Executive Committee meeting in question. The conclusions of all BoD meetings will be

forwarded to the BoD once approved. In addition, the Board shall receive on a regular basis at least the reports of President, Secretary General and Treasurer of the Academy.

The office of member of the Board of Directors shall be deemed terminated with the retirement of such member from the Society. Should a member retire before the end of term of his/her office, the functions associated with such office shall be temporarily exercised by another member of the Board of Directors, however no longer than for the remainder of the term of the office of the retired member.

19. POWERS, DUTIES and PROCEDURES OF THE ADVISORY BOARD (AB)

Formed by all Honorary Members, the Advisory Board is responsible for the approval of nomination of the President of the Society along with the EC.

20. ACCOUNTS

At the end of each financial year the Treasurer, with the advice and guidance of the Society's accountant(s), shall draw up the annual accounts for the expiring year and the budget for the following year for consideration by the Board in good time.

21. DURATION OF OFFICE

The duration of office for each Officer of the Society, the President, the Vice-President, the Secretary General and the Treasurer is 3 (three) years.

The General Meeting may at any time dismiss the President, the Vice President, the Secretary, and the Treasurer of the Society provided that this is on the agenda of the meeting, that the Officer of the Society in question has been given notice and has an opportunity to present his/her case, and a 2/3 (two thirds) majority of members voting support the dismissal.

The Board may at any time dismiss any other Officer and Committee member of the Society provided that this is on the agenda of the meeting, the person in question has been given notice and has had an opportunity to present their case, and a two thirds majority of members voting support the dismissal.

In the event of death, severe illness or incapacity of the President, the Vice-President 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

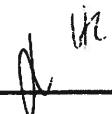
Any 2 (two) members of the Board acting jointly may represent the Society in all dealings with third parties including legal proceedings.

23. AMENDMENTS TO STATUTE

The Board may, with a majority of votes cast, propose changes to the Statute.

A copy of every proposed amendment to the Statute which is to be laid before the BoD of the Society shall be sent (together with all necessary accompanying documentation and voting papers) to each Board member by ordinary mail and/or electronically.

Amendments to the Statute may either be accepted or rejected but may not be altered or amended by the BoD.

Amendments to the Statute are published on the ESLD website and communicated via Newsletter as soon as approved.

24. DISSOLUTION

In the event of dissolution of the Society, the members of the Society 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 Society, following discharge of its liabilities. In case of dissolution of the Society 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) All functions performed within the Society by its Members and by the Members of the BoD, of the EC and of other Committees will be discharged gratuitously and only out of pocket expenses can be reimbursed.

(B) In these Statute, save where the contrary intention expressly appears, the masculine shall include the feminine, the singular the plural and vice versa.

(C) Reference in this statute 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 Society and documentation required under these Statute 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 12 (twelve) hours of the email being sent.

(D) Members of the Society are responsible of the debts of the Society only within the limit of the value of its social share of capital.

26. TRANSITIONAL PROVISIONS

The ESLD Statute is effective upon approval.

Any person acting as Officer or Committee member of the Society at the time of the approval of these new Statute may finish their term in accordance with the Statute in effect at the time of their election. Any re-elections or re-appointments are governed by these new Statute.

Approved amendments – 2018

Approved further amendments – 2018

Ashraf Badawi
Vice President, ESLD

LISA ALENMYR
GENERAL SECRETARY

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JOHAN E SNAUWAERT
TREASURER ESLD

11-12-2018
President
ESLD

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