

## STATUTES

of the *European Society for Dermatology and Psychiatry (ESDaP)*

### § 1. Name and Legal Headquarters

- (1) The Society is named the “European Society for Dermatology and Psychiatry” (ESDaP).
- (2) Its legal headquarters are: Westtreuhand Wirtschaftsprüfungs - und Steuerberatungsges.m.b.H., Meinhardstrasse 5, 6020 Innsbruck, Austria

### § 2. Purpose

- (1) The Society is non-profit.
- (2) The primary purpose of ESDaP is to provide a forum for exchange of information and ideas amongst European physicians and psychologists working in the field of psychodermatology, psychosomatic dermatology, and dermatopsychiatry. Its main goal is to improve the quality of patient care and scientific research in this area.

Further purposes:

- a. To stimulate interest in this field, particularly amongst European dermatologists, psychiatrists, psychologists, and other professionals with a special interest in this area.
- b. To promote interdisciplinary research and education in dermatology and mental health issues, to improve the management and treatment of patients and to improve knowledge of psychodermatology amongst health professionals caring for patients with skin disease.
- c. To promote international communication and collaboration in this field.
- d. To organize international congresses on dermatology and psychiatry.
- e. To establish and organize international cooperation on research projects.
- f. To inform and educate medical and other health professionals as well as the general public about recent developments in this field.
- g. To stimulate dialogue concerning psychodermatology between different branches of the health-care professions.

- h. To organize advanced courses on dermatology and mental health issues.
- i. To establish close cooperation with other interested national and international associations for dermatology, psychiatry and psychology.
- j. To develop a shared nomenclature, concepts and definitions to facilitate clinical work and research in this field.

### **§ 3. Means to realize the Purposes of the Society**

The purposes of the Society shall be realized by means of the following activities:

- (1) Scientific Congresses and Symposia Lectures and workshops;
- (2) Continuing courses in medical education;
- (3) Publication of a paper edition of a journal on dermatology and mental health issues, which may include an information bulletin of the Society or finalize with an established academic dermatological journal – an agreement foreseeing the journal to become the official journal of the Society;
- (4) Managing of a Website as well as creation and dissemination of electronic publications such as Newsletters, Scientific Journals in electronic format and other publications;
- (5) Organization of competitions to grant prizes for scientific works and scientific publications to encourage scientific activity and recognize and reward the highest quality work.

The income of the Society shall be from:

- Membership fees;
- Congresses;
- Symposia;
- Advanced courses
- Grants
- Bequests
- Other donations.

### **§ 4. Types of Membership**

Membership of the Society consists of ordinary members, associate members and honorary members.

## **§ 5. Application for Membership**

- (1) All physical personas, who are physicians, psychiatrists or psychologists, and who are either citizen of or are residing in a country, which is Switzerland, Norway or a member of the European Union, have graduated from University, and who work in the field of dermatology, psychiatry or psychology may apply for ordinary membership. Students as well as interested professionals who for any reason do not fulfil the above-mentioned requirements may apply for associate membership. The Executive Committee (henceforth called EC; §§ 8, 11) may bestow ordinary membership on applicants and members having achieved extraordinary merits in the field of psychodermatology because of their publications and/or research and/or other type of engagement such as support of patient groups or other activities, even if the applicant does not fulfil the requirements for ordinary membership. Juridical Persons, such as Patients' Associations, Scientific Societies etc. may be eligible for associate membership.
- (2) Details on all membership application procedures are to be made available at all times on the website of the society.
- (3) The EC has the final right to decide on the granting of membership of ordinary and associate Members. Membership may be refused without giving explicit reasons.
- (4) Honorary Members are appointed at a General Assembly by the EC.
- (5) Provisional registration of new members is granted by the Secretary General, pending a formal confirmation from the EC.

## **§ 6. Termination of Membership**

- (1) Membership terminates upon death (in case of legal persons upon loss of the legal personality), upon voluntary resignation, upon cancellation or upon expulsion.
- (2) Resignation of membership can only take effect on December 31st of every year. The EC has to be informed at least 3 months prior to resignation. If the Board is informed later than September 30th, resignation becomes effective only at the next possible date, which is at the end of the following year.
- (3) The EC may cancel the membership of a member if the member's payment of membership dues is more than 6 months overdue, despite receipt of two reminders. If a member fails to pay his membership dues for two consecutive years his membership is automatically terminated independently of any reminders sent. Obligation to pay membership dues up to the date of cancellation does not expire with the cancellation.
- (4) The EC may decide to expel a Member from the Society because of gross breach of membership obligations or because of disreputable conduct. Any

appeal against expulsion must be made within two weeks of the member being informed of the expulsion. Expulsions and appeals against expulsions are to be ratified in the course of a General Assembly, and while the decision concerning an appeal is pending the membership rights of the member are suspended.

- (5) Honorary membership may be withdrawn due to the reasons mentioned in paragraph 4 at the request of the EC in the course of a General Assembly.

## **§ 7. Members' Rights and Obligations**

- (1) Members are entitled to participate in all events of the Society and to use the Society's facilities. Only ordinary and honorary members have the right to vote in a General Assembly as well as having active and passive voting rights.
- (2) Members are required to promote the Society's interests according to their abilities and to avoid undertaking anything harmful to the reputation and purposes of the Society. Members must comply with the Statutes of the Society and the decisions of the executive bodies of the Society. Ordinary and associate members are required to pay on time the registration and membership fees as determined by the EC.

## **§ 8. Executive Bodies of the Society**

The Executive bodies of the Society are the General Assembly (§§ 9 and 10), the Executive Committee (§§ 11 to 13), the Auditors (§ 14), the Secretary General (§ 15) and the Arbitration Committee (§ 16).

## **§ 9. The General Assembly**

- (1) The ordinary General Assembly is held every two years, if possible during the first three months of the calendar year.
- (2) An extraordinary General Assembly has to take place within four weeks if decided upon by the Assembly or the ordinary General Assembly, upon a written request with justification from a minimum of one tenth of the members or at the Auditors' request.
- (3) All the members have to be invited in writing at a minimum of two weeks before ordinary as well as extraordinary General Assemblies. Invitations can be sent either in electronic format alone or in writing by post. The General Assembly has to be called to order by means of the introduction of an order of the day. The General Assembly is called by the EC.
- (4) Motions for the General Assembly have to be submitted in writing to the EC at least 10 days before the date of the General Assembly.

- (5) Valid motions - with the exception of those for a motion to call an extraordinary General Assembly - can only be made once they are accepted as items on the meeting agenda of the day.
- (6) All members are entitled to participate in the General Assembly. Only ordinary members and honorary members have the right to vote. Every member has one vote. (Legal persons can be represented at most by one proxy each. The transmission of the right to vote to another member by means of a written authorization is admissible).
- (7) The General Assembly reaches a quorum when half of all those Members entitled to vote (or their proxies) (paragraph 6) are present. If the General Assembly does not reach a quorum at the point in time previously agreed upon, the General Assembly may be held with the same agenda of the day 30 minutes later and can be considered quorate without taking the number of members present into account.
- (8) Elections and decisions in the General Assembly are generally decided by means of a simple majority. Decisions to change the Statutes of the Society or to dissolve the Society, however, need a qualified majority of two thirds of the valid votes represented in the assembly.
- (9) The Chairman ("President") presides over the General Assembly; if he/she is absent, this function is taken over by the Vice-Chairman ("President elect"). If the Vice-Chairman is also absent the longest serving Member of the Committee presides over the General Assembly.

## **§ 10. Tasks of the General Assembly**

The General Assembly has the following tasks:

- (1) Taking and authorizing the accounts report and the closing of accounts;
- (2) Appointment and suspension of the Members of the EC and the auditors;
- (3) The granting and withdrawal of honorary memberships; as well as decisions on appeals against expulsion from any membership;
- (4) Decisions on modifying the Statutes and on voluntary dissolution of the Society;
- (5) Discussion and decisions on other items of the order of the day.

## **§ 11. The Executive Committee (EC)**

- (1) The EC consists of 11 Members, i.e. the Chairman ("President"), the Vice-Chairman ("President Elect"), the Secretary General, the Treasurer and the

Counsellors. EC members are to be elected individually by the General Assembly (see (4)).

- (2) The EC, whose members are elected individually by the General Assembly, have the right, upon departure of one elected Member, to co-opt another eligible Member in the place of the former; the subsequent approval has to be obtained at the following General Assembly.
- (3) Each member of the EC may remain in office for a maximum period of 10 years. After this time has expired, the member must resign at the next General Assembly. Retired members of the Board are eligible to be reappointed to the Board of Directors, once only, for a maximum of four years.
- (4) Forthcoming vacancies are to be announced in the Newsletter of the Society at least 6 months before the next General Assembly and ordinary members who wish to apply for vacant posts must submit their application to the Secretary General in writing, together with a detailed CV, at least 3 months before the date of the General Assembly.
- (5) The Executive Committee is convened by the President, or in the absence of the President by the President-elect, by writing or speaking to all members of the EC.
- (6) The EC reaches a quorum when all its Members have been invited and at least half of them are present.
- (7) The EC takes its decisions by means of a simple majority; in case of a tie, the President casts the deciding vote.
- (8) The EC is presided over by the President, or if the President is absent by the President-elect. If the President-elect is also absent, the Secretary General presides over the EC. If all three are absent, the longest serving EC member presides over the meeting.
- (9) A member of the EC ceases to function as a member after expiry of the allowed period of office, after resignation, after dismissal or on death. The General assembly may at any time dismiss the EC or its individual Members. EC members may at any time declare their resignation in writing. This resignation has to be submitted to the EC or, if the whole EC resigns, to the General Assembly.

## **§ 12. Duties of the Executive Committee**

The EC manages the Society. It takes care of all those tasks not devolved to other executive bodies of the Association by the Statutes. The following matters are specifically assigned to the EC:

- (1) Appointing, at the beginning of each two years term, members of the EC to fulfil the tasks of President, President Elect, Secretary and Treasurer. After each two years term, the President-Elect becomes President.
- (2) Drafting the annual budget as well as the accountability report and closing of accounts;
- (3) Preparation of the General Assembly;
- (4) Convocation of the ordinary and extraordinary General Assemblies;
- (5) Informing members about the Society's activities and financial management in the course of the General Assemblies;
- (6) Management of the Society's finances;
- (7) Registration, expulsion and cancellation of members, respectively - when such procedures need to be ratified by a General Assembly - provisional undertaking of these procedures;
- (8) Hiring and dismissal of any employees of the Society.

### **§ 13. Special Obligations of Members of the EC**

- (1) The President is the highest officer of the Society. The President represents the Society, especially in relations with the outside world, with official bodies and third parties. The President presides over the General Assembly and the Executive Committee. In case of an emergency the President is entitled to issue instructions on his/her own authority and responsibility also in matters concerning the General Assembly or the Executive Committee; these, however, are subject to subsequent approval by the relevant executive body. The President is in charge for a period of approximately two years, the time running between the two ordinary General Assemblies.
- (2) The Secretary supports the President in the management of the Society's business. The Secretary coordinates communication between the EC and all members of the society as well as between the society and other scientific / academic organizations governmental structures or individuals interacting for any reason with ESDaP. The Secretary drafts the minutes of the General Assembly and of the meetings of the Board of Directors.
- (3) The Treasurer is responsible for the correct financial policy of the society.
- (4) If the President is unable to fulfil his/her duties, the President-elect replaces him.

**§ 14. The Auditors**

- (1) Two Auditors are elected by the General Assembly for a maximum of 6 years. They may be re-elected once for a second period of another 6 years.
- (2) The Auditors are responsible for checking the financial records of the business of the Society and the closing of the annual accounts. They have to report the result(s) of this to the general Assembly.

**§ 15. The Arbitration Committee**

- (1) In all disputes arising from the Society's statutes, decisions are taken by the Arbitration Committee.
- (2) The Arbitration Committee consists of five ordinary Members. Every party to a dispute names two Members to the EC as arbitrators within 10 days of a dispute being formally (in writing) brought to the notice of the EC. The members of the Arbitration committee elect a Chairman of the Arbitration Committee by means of a simple majority. In case of a tie the toss of a coin will decide.
- (3) The Arbitration Committee takes its decision with a simple majority with all its Members present. It decides according to the best of its abilities, beliefs and knowledge. Within the Society its decisions are final.

**§ 16. The EC provides a list of documents ("Arrangements") which are made available on the website of the society, where the duties of the President, President-Elect, Secretary, Treasurer, Auditors and any other EC members may be further specified.**

**§ 17. Rules regarding the Congresses of the Society and other Congresses**

- (1) The society endeavours to organize a Congress every 2 years, during which the General Assembly will normally be held. Decisions regarding the local organizers, the financial regulations and the destination of profits deriving from the Congress are taken by the EC.
- (2) Congresses dedicated to psychodermatology, organized by other bodies, may apply for the "Auspices of the ESDaP".
  - a. To be granted the Auspices of the Society, the following conditions must be fulfilled:
    - i. At least one member of the local organizing committee must be a member of the Society.



- ii. The scientific program must be submitted at least six months before the beginning of the congress to the Executive Committee of the Society. The Board has to judge the program as appropriate and coinciding with the scope of the Society.
  - iii. At least one member of the EC must be invited as observer of the congress and is allowed to promote membership of the Society. If no member of the EC is able to attend, this cannot constitute a hindrance to the bestowment of the auspices.
  - iv. An agreement concerning the bestowment of the auspices has been signed between the Society and the Local Organizing Committee of the Congress.
- b. When the agreement has been signed, the Local Organizing Committee is given the following privileges:
- i. The Local Organizing Committee may use the statement: “Under the Auspices of the European Society for Dermatology and Psychiatry”. Unless otherwise explicitly stated in the agreement, the Local Organizing Committee is not allowed to use the Logo of the Society.
  - ii. The congress will be promoted to the members of the Society, with the help of the Secretary General.

## **§ 18. Dissolution of the Society**

- (1) The voluntary dissolution of the Society can only be decided on by an extraordinary General Assembly convened for this purpose and only with a two-thirds' majority of valid votes.
- (2) The Executive Committee has to report the voluntary dissolution of the Society in writing, and is required to advertise the voluntary dissolution in an “Amtlichen Blatt” (official Austrian government publication devoted to the disclosure of similar official announcements).
- (3) In the case of dissolution, or impediment in the pursuit of the Society's goals, the Society's assets can never and in no manner whatsoever benefit the Society's members, but can only and completely be utilized for charitable purposes according to the intent of §§ 34 ff. of the Bundesabgabenordnung (a set of Austrian governmental financial rules).