European Society of Contact Dermatitis

Articles of Association

Art. 1 Name

The name of the Society is “European Society of Contact Dermatitis” (hereinafter referred to as the ESCD). The registered seat of the Society is Heidelberg, at Voßstr. 2, 69115 Heidelberg, Germany.[1] Registration number: VR 333405 (Registergericht Mannheim). Registration of the Society in the list of registries at the Registergericht Mannheim is herewith applied for.

The name and logo “European Society of Cutaneous Allergy and Contact Dermatitis“ has been registered by the ESCD as a brand in the European Community in December 2011.

Art. 2 Objects of the Society

The objectives of the ESCD are the promotion of research, education and clinical practice in the following areas: cutaneous allergy, contact dermatitis, occupational and environmental dermatoses. The ESCD is also concerned with maintaining high standards in public health services related to the fields of interest of the ESCD.

The Society acts in accordance with the section headed "Objects qualifying for tax relief" ("Steuerbegünstigte Zwecke") of the German Fiscal Code (Abgabenordnung - AO).

The Society does not primarily pursue its own financial purposes. Financial resources of the Society may solely be used for statutory purposes. Members of the Society do not obtain benefits from the funds of the Society.

[1] Full postal address: ESCD e.V.; c/o Prof. Elke Weisshaar, Berufsdermatologie (Occupational Dermatology), Voßstraße 2, 69115 Heidelberg, Germany

No person may benefit from expenditures that are not related to the purpose of the Society, or through inappropriately high allowances.

In pursuance of the objectives set out in Article 2, the ESCD shall

(i) arrange congresses covering its objectives and support symposia or conferences addressing themes of the special interest of the ESCD.

(ii) financially support research projects, educational activities, standardisation and guideline projects, and young researchers' active participation in ESCD congresses, and award outstanding researchers in the field with prizes.

Art. 3 Period

The ESCD was established on 29th of May 1988 in Heidelberg for an indefinite period.

Art. 4 Membership

1. The ESCD has ordinary Members, junior Members, retired Members, honorary Members and Sponsor Members.

2. Application for membership should be directed to the secretary. An application form and application information is provided on the ESCD website. Provisional membership will be granted by the secretary, i.e. until confirmation by the Executive Committee, so long as there are 2 supporting sponsors who are already ordinary, retired or honorary Members of the ESCD.

3. The Executive Committee (EC) (described in Art. 5) shall decide at the first EC meeting held after receipt of the application for membership on acceptance of the applicant for ordinary or retired membership.

4. Persons who have specifically contributed to the fields of interest of the ESCD may be appointed honorary Members upon nomination by the EC, following a suggestion by any Member, insofar as they receive a majority of three quarters of the submitted valid

Member votes at the biannual General Assembly meeting.

5. Junior Members are individuals younger than 35 years of age working in the field of contact dermatitis or cutaneous allergy. This category of membership is valid for up to 3 years and applicants need to document and confirm their status with the EC Member responsible for membership each year when they apply and renew, respectively. Preferential accesses to educational courses organized by the ESCD, and reduced fees for such courses, are applied to junior Members. Junior Members become ordinary Members from the age of 35 years or after three years of junior membership, whichever comes first.

6. Upon application to the EC, Members can be categorised as retired Members.

7 Persons who support the Society financially may be accepted as Sponsor Member with the consent of the Council (see Article 7). Sponsor Members must declare their willingness to support the Society financially with a minimum annual membership contribution fixed by the General Assembly (see Article 8) which shall also confirm acceptance as Sponsor Member, insofar the decision of the Council is preliminary. The rights and obligations of a Sponsor Member may be terminated in writing by each party. Sponsor Members only have the rights and duties laid down by these articles of association.

8. The annual membership fee shall be fixed by the General Assembly of the Members by a simple majority. Reduced annual membership fees are applied to Junior Members and Retired Members. Honorary Members enjoy free annual membership.

9. The membership terminates in the following ways:

a) Death of a Member

b) Termination by a Member: The resignation has to be declared in writing to the EC.

c) Non-payment of the annual membership contribution. In case a Member does not pay his/her subscription, after expiry of a period of six months and two written reminders to the last registered address he is deemed to have resigned from the association.

d) A termination of the membership by the Society. Such termination may happen in the event that the Member does not fulfil the requirements for membership as regulated in the articles of association, financial or otherwise; in the event that the Member does not fulfil their obligations towards the Society; or when the Society cannot reasonably be expected to allow the membership to be continued or in the event that a membership is no longer reasonable for the Society due to other reasons, for instance, if a Member acts contrary to the articles of association, regulations or decisions of the ESCD or causes damages to the Society in an unreasonable way.

10. The termination of the membership is executed by the EC on behalf of the Society.

11. Termination of membership by a Member or by the Society may only be executed until the end of the year with due observance of a term of six weeks' notice. A termination without notice is possible in case a continuation of membership cannot be expected reasonably by the Member. Moreover, the membership can be terminated immediately if the Society cannot reasonably be expected to allow the membership to continue.

12. A Member expelled by resolution of the Society is entitled to appeal to the general meeting (via the EC) within one month after receiving notification.

It is therefore necessary that the Member shall be informed in writing as soon as possible about the resolution stating the reasons. During the appeal proceedings the membership shall be suspended.

A resolution to withdraw the expulsion after the appeal shall be passed by at least three to one of the valid votes cast at the General Assembly.

13. In the event that the membership terminates before the end of the Society's year, the annual fee for the whole year must still be paid.

14. Only current Members who have paid their dues three months in advance of the General Assembly Meeting have the right to enter, speak and vote at General Assembly and other administrative meetings. Members who have paid their membership dues within three months of the General Assembly are entitled to enter and speak but not to vote, which also holds true for Sponsor Members. Other individuals may be invited to attend all or parts of such meetings at the discretion of the EC, the Council or by decision of the General Assembly by a simple majority, respectively, but shall have no voting rights.

Art. 5 Management of the Society

The Society has three organs:

a) Executive Committee (EC) (Art. 6)
b) Council (Art. 7)
c) General Assembly (GA) (Art. 8)

Art. 6 The Executive Committee

1. The Executive Committee comprises:
   - The President
   - The immediate Past-president
   - The President-elect
   - The Secretary
   - The Treasurer

   Only two Members of the EC may have the same nationality. In this regard, “nationality" refers to the country in which the Member's university, hospital, institution or clinic is situated.

   Other ESCD Members including, but not limited to, the conveners of working parties, the editor of the journal ‘Contact Dermatitis’ (published by Wiley), the chairperson of the

scientific committee or organiser in charge of the upcoming ESCD congress, or the chairperson who has been in charge of the previous congress can be invited to attend an Executive Committee meeting, by the EC, but shall not be entitled to vote at the meeting.

Any ordinary Member of the Society can be nominated for any of the posts on the EC by ordinary, honorary, retired and junior Members. Nominations for all posts shall be made to the Secretary at least 6 months before the General Assembly. To aid the decision making progress at the General Assembly, each candidate for these posts is encouraged to produce a small election statement that will be posted on the Members section of the Society's website at least 4 weeks prior to the General Assembly.

A Member of the Executive Committee shall automatically vacate office if:
(a) he/she becomes incapable for medical reasons of fulfilling the duties of his/her office and such incapacity is expected to continue for a period of more than six months
(b) he/she ceases to be a Member of the Society
(c) he/she resigns office by notice to the Society
(d) he/she is absent (without permission of the EC) from more than three consecutive meetings of the EC, and the EC resolves to remove him/her from office.

2. The EC is responsible for the overall management of the Society. It is authorized to execute all tasks, provided that they are not reserved to the General Assembly. Representing in the meaning of Section 26 of the German Civil Code (BGB) are the president and the past-president.

The EC shall have the right to determine sponsorship of research projects, educational activities, standardisation and guideline projects, and young researchers' active participation in ESCD congresses, and award outstanding researchers in the field with prizes. Wherever possible decisions over financial sponsorship for research projects shall be made by external peer reviewers appointed by the EC, who are considered experts in the field of that research.

3. The term of office of the president, the president-elect, and the past-president shall be 2 business years. The president may not be re-appointed president immediately after the expiry of the said period. The term of office of the secretary and the treasurer shall be at least 2 years, and up to a maximum of 3 terms (6 years). For one person the duration of

all posts put together in the EC cannot exceed 8 consecutive years.

4. Each EC Member shall, in exercising his/her functions as a Member of the EC, act in the interests of the ESCD. In particular, he or she must not vote at an EC meeting on any resolution concerning a matter in which he/she has a personal interest which conflicts (or may conflict) with the interests of the ESCD; he/she must withdraw from the meeting while an item of that nature is being dealt with. Potential conflicts of interests of the EC Members must be disclosed on the ESCD website, regularly updated as required, using a commonly accepted format, e.g. covering items of the International Committee of Medical Journals Editors, along with a short CV.

5. For the purposes of this clause a person shall be deemed to have a personal interest in a particular matter if any partner or other close relative of his/hers or any firm of which he/she is a partner or any limited company of which he/she is a substantial shareholder or director, has a personal interest in that matter. Moreover, employment by a commercial body, membership in advisory boards and consultancy as well as receipt of funding are regarded as potential conflicts of interests and need to be disclosed.

6. The EC shall ensure that minutes are made of all proceedings at General Assemblies, Executive Committee meetings and Council meetings; a minute of any meeting shall include the names of those present and be approved-signed by the Chairperson and the Secretary of the meeting.

7. Invitations to an EC meeting must be sent at least four weeks before the meeting, a definite agenda at least seven days before the meeting. Any Member of the Executive Committee may call a meeting of the Executive Committee or request the secretary to call a meeting of the Executive Committee.

8. Unless he/she is unwilling to do so, the President of the Society shall preside as chairperson at every EC meeting at which he/she is present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the EC Members present shall elect from among themselves the person who will act as chairperson of the meeting.

9. Decisions during an Executive Committee meeting can only be made if at least 4 of the 5 EC Members are present. If at any time the number of Executive Committee members in

office falls below the number fixed as the quorum, the remaining Executive Committee member(s) may act only for the purpose of filling vacancies of EC positions or of calling a general meeting.

10. The EC shall take its decisions by an absolute majority of votes. In case of a tie, the proposal in question is put to a vote at the end of the session again. Should it come to a tie vote again, the vote of the Council shall decide concerning issues which require urgent action, else the issue is put to the General Assembly.

11. Votes on persons and affairs shall be made orally, unless a Member of the EC requests a written vote.

12. The EC has the right to appoint individuals or subcommittees from among the Members to perform certain administrative tasks. Such persons or sub-committees are obliged to report to the EC via the Secretary.

13. The EC shall maintain a register of EC members, setting out the full name and address of each Member of the EC, the date on which each such person became an EC member, and the date on which any person ceased to hold office as an EC member. The EC will also be required to maintain and publish the minutes of the meetings and any conflicts of interest.

Art. 7 The Council

1. The Council consists of

a) all Members of the Executive Committee (see Art. 6)
b) the national representatives (where applicable, see below)
c) one junior representative

2. Every European country which is represented by at least six ordinary Members in the Society is entitled to have a national representative on the Council.

3. When a country obtains at least 6 Members in between general assemblies these can hold an election for a national representative who is entitled to participate at the following Council meeting provided that the necessary qualifying criteria are still fulfilled. If a country ceases to maintain 6 Members before the following congress, they will not maintain the right to have a national representative until the necessary qualifying criteria are fulfilled.

   Each national representative who cannot, at the same time, be an EC member, should be voted for by the ESCD Members from that country and must be an ordinary, retired or honorary Member of the Society. The national representatives are initially elected for a 2 years term of office before holding a further election, which can be extended for a maximum of three terms providing that the prerequisites are maintained. The same person cannot be appointed immediately for a second time as a national representative after the expiry of a period of 6 years.

   It is the responsibility of each National Representative to organise their own (re-) election by postal or electronic means and inform the Secretary of the results at least 2 months prior to the next General Assembly.

4. National Representatives who, in the opinion of the Council, act contrary to the interests of the Society can be dismissed from the office by the Council and shall have the right to appeal to the General Assembly. The General Assembly is entitled to suspend or dismiss one or more Members of the Council at any time. A suspension ends after a period of 3 months, if a decision to dismiss the Member does not follow the suspension within this period of time. The membership of the Council shall in any event terminate when membership of the Society ends.

5. The EC shall maintain a register of National Representatives, setting out the full name and address of each Member, the date on which each such person became a National Representative, and the date on which any person ceased to hold office as a National Representative. National Representatives will also be required to maintain and publish on the ESCD website any conflicts of interest.

6. In the event of temporary vacancies among the national and junior representatives, respectively, the vacant positions are filled by candidates who are elected by the group they represent, and requested by the Secretary. The fact that there are temporary vacancies does not disqualify the Council from taking decisions.

7. The Member of the Council, which fills the temporary vacant position, must withdraw from this position to the date on which the other person that would have filled the position had to resign according to the roster. This replacement Member may, however, be re-elected for subsequent regular terms according to Article 7.3.

8. A Junior Representative, who needs to be a resident of a European country, will be elected by majority vote by junior Members from all European countries.

   At inception, the vote for the Junior Representative will be organised by the Secretary of the Society but thereafter by the current holder of the post. It is the responsibility of the current Junior Representative to organise their own election by postal or electronic means and inform the Secretary of the results at least 2 months before the Congress so that the successful candidate can be announced at the General Assembly.

   The Junior Representative can be in post for a term of two years before holding a further election.

9. Meetings of the Council

a. The Council meets whenever the EC deems it desirable or when two other Members of the Council make a request to the president. It is expected that the Members of the Council participate in all meetings wherever possible. It is at the discretion of the Council to invite other persons to attend the entire meeting or part of the meeting, including, but not limited to, the conveners of working parties, the editor of the journal Contact Dermatitis, the chairperson of the scientific committee, who is in charge of the forthcoming ESCD congress Such other persons are not entitled to exercise a vote at the Council meeting.

b) The meeting of the Council will be held at a location to be determined by the EC. It is recommended to meet at least once a year. The meetings shall be convened by the Secretary or his/her deputy.

c) The letter of invitation to the Council meeting and its agenda will be sent out at least 4 weeks before the meeting.

d) The Council shall take its decisions by an absolute majority. In case of a tie, the proposal in question has to be put to a vote at the end of the session again. Should it come to a tie vote again, the vote of the president shall decide.

e) Votes shall be made orally, unless a Member of the Council requires a written vote.

f) The session protocol at meetings of the Council shall be recorded by the secretary or his/her deputy and include statements of all persons attending and any conflicts of interests.

Art. 8 General Assembly

The General Assembly, which is held at least bi-annually, has the following functions:

a) The EC reports on the affairs of the Society in the past two business years.
b) The financial balance sheets and the rendering of accounts will be submitted for review and approval.
c) Each Convener of a Working Party (Art. 9) shall report on the activities of that Working Party.
d) The venues of future ESCD congresses will be decided.
e) New Members of the EC will be elected and appointed.
f) New national representatives and junior representatives for the Council, as well as account audit committee Members shall be appointed according to Art. 7 and 10.
g) Matters brought to the attention of the EC by the membership will be discussed. Such matters for discussion must be submitted in writing to the Secretary at least two months before the General Assembly. Such matters will be discussed at the

discretion of the Council or if the matter for discussion is submitted in writing by at least one tenth of ESCD Members.

h) Preferably, no business shall be dealt with at any General Assembly unless a quorum is present; the quorum for a General Assembly shall be one tenth of known eligible Members, present in person. If a quorum is not present within 15 minutes after the time at which a General Assembly was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall commence or continue with only those eligible Members present.

i) The President of the Society or their appointed deputy shall preside as chairperson of each General Assembly. If the chair is not present or able to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the Members of the Executive Committee present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

If the EC is not able to convene the General Assembly requested by the Members under the applicable provisions so that it can take place within twelve weeks of receipt of the application, the applicants shall be entitled to convene the meeting on their own.

The invitation to the General Assembly shall be sent by the EC (the Secretary or his/her deputy) by letter or by e-mail to the known addresses of the Members not later than one month before the date of the General Assembly.

2. General assemblies are normally held during an ESCD congress but, in exceptional circumstances, additional general assemblies may be held whenever and wherever the Executive Committee deems desirable, or when a written request of at least one tenth of the Members is received by the Secretary of the Society to convene a General Assembly, stating the points of discussion. Current ordinary, honorary, retired and junior Members who have paid their dues three months in advance of the General Assembly Meeting, excluding Sponsor Members, have the right to enter, speak and vote at General Assembly Meetings. Members who have paid their membership dues within three months of the General Assembly are entitled to enter and speak but not to vote.

3. Sponsor Members who have paid their annual contribution are entitled to attend the general meeting but are not entitled to vote. If the Sponsor Member is an institution or company, it shall be represented by one person notified to the Secretary prior to the

General Assembly no later than 1 week in advance.

4. The invitation for Members to the General Assembly shall include an agenda with discussion points and relevant existing documents to be discussed and decided at the meeting.

5. In the General Assembly, each Member has one vote as detailed above, which (either on a show of hands or in a secret ballot) must be given personally.

6. The decisions of the General Assembly shall be passed by an absolute majority of the votes cast, except in the cases laid down in Art. 4. para. 4 of the articles of association. The counting of votes in the elections is done by counting the hands raised or, if requested, by a written ballot. Any Member may request a written ballot.

7. In elections where an absolute majority for one person is not achieved, a second election of the candidates proposed will be carried out. If no absolute majority is achieved in this second election, further elections are conducted until either one person reaches the absolute majority or until a runoff between two final candidates yields a tie.

   In the elections described above (except in case of a second election) a vote between the candidates of the preceding election shall be made where the candidate who received the lowest number of votes shall be excluded. If the lowest number of votes was scored by several candidates in the preceding election, the lot shall determine which of these candidates may participate in the next round of election. If a tie is achieved in the final vote between two candidates, the lot shall decide which of the two candidates shall be considered as elected.

   In case of the election of candidates, abstentions and votes that are cast for candidates who are not on the list of nominated candidates are considered invalid and void.

   If a vote that does not concern the election of a candidate comes out with a tie, then the proposal shall once more be put to the vote at the end of the assembly.

8. The secretary shall write the minutes regarding content and decisions during the General Assembly.

Art. 9 Working Parties

1. The aim of establishing a Working Party of the ESCD is to promote special issues in the fields of interest of the ESCD. The Council has the right to establish and close parties but is obliged to inform the General Assembly in such case.

2. Members of a Working Party must be Members of the Society.

3. Each Working Party has a Convener. The Convener is appointed by the Council or elected by the Members of the Working Party and then endorsed by the Council. The Convener of a Working Party shall submit a written annual activity report to the Council via the Secretary 2 months before the General Assembly and shall also present this to Members of the Society at the General Assembly meeting.

4. If a group of Members wishes to establish a Working Party, they may propose the subject of the Working Party to the Council via the Secretary.

Art. 10 Fiscal year of Society, financial statement and statement of accounts

1. The fiscal year of the Society runs from 1 January through 31 December of each year.

2. After the end of each official business year of the Society, the treasurer should issue a financial statement and an annual report, which must also contain a summary of the assets and liabilities of the Society and which must be received by the Council by no later than 31st March of the following business year.

3. Eligible voting Members (see Article 8 (2)) at each General Assembly meeting should nominate, vote and appoint two existing Members of the Society (who do not sit on the existing Council) to form the “audit committee”.
    a. The Audit Committee shall review the annual statement of accounts and report the result to the General Assembly.

b. The Treasurer shall provide the Audit Committee with all information requested and grant access to all accounts and documents of the Society and prepare a financial statement at the end of each fiscal year for the audit committee. The audit committee in turn, should approve the accounts and write a brief statement to that effect, which should then be posted on the Member's section of the website.
c. The Audit Committee may have their mandate withdrawn at any time by the General Assembly, but only if a new Audit Committee is appointed. There should be no restriction on the term of office that Members of the audit committee serve

4. Adoption by the General Assembly of the balance sheet and the rendering of accounts followed by a positive statement of the audit committee shall release the Executive Committee from liability.

5. The treasurer shall keep all documents referred to under Sec. 2 over a period of at least ten years.

Art. 11: Organisation of educational and research activities, including the ESCD-Congress

1. The General Assembly determines the place of the next but one scientific congress. The duration of the congress and its date shall be agreed by the EC. The EC shall inform all Members at least 1 year before the congress.

2. The congress is open to all interested parties. A reduced registration fee shall be given to all categories of Members with further reduced rates for Junior, Honorary and Retired Members in accordance with Article 4. Preferential access to educational courses organized by the ESCD and reduced fees for such courses are also applied to junior Members.

3. The EC appoints a Congress President from amongst Members of the Society. The Congress President will act as chairperson of the organizing committee and appoint the Chairperson of the Scientific Committee.

4. Further organisational details are laid down in a Standard Operating Procedure for the Organisation of an ESCD congress (Art. 12)

5. The local arrangements for the ESCD congress will be the responsibility of the Congress President who will liaise with the EC through its President and its Secretary.

6. Scientific events, others than the Congress, organized by Working Parties or Members of the ESCD, may qualify for financial support from the Society subject to scrutiny of the scientific content and other considerations. Applications for funding shall be sent in writing to the Secretary for consideration by the EC.

7. The Secretary should send notification to all ESCD Members six months in advance of the forthcoming Congress explaining where the next but one congress is to be held and inviting countries to host the meeting following these two congresses. Any "interest" should be declared at least one month before the congress. In the event that two or more countries express an interest, the venue shall be chosen by a majority vote at the General Assembly.

8. In the event that no country has declared an interest by adhering to the above method, ESCD Members representing a country attending the General Assembly will be asked to propose themselves and a vote taken. If no country is selected for the next but one congress, the EC will approach various countries and select the country and venue via a majority vote at the next EC meeting.

9. A contract shall be signed between the ESCD and the company commissioned with organising the scientific congress through the local organizer together with the President and the President-elect. An insurance policy is required. The contract should specify scientific, administrative and financial rights and obligations for the ESCD and the local organizer.

Art. 12 Implementing Rules

1. The Council is entitled to define in implementing rules (e.g., Standard Operating Procedures) additional rules to supplement and to execute these articles of association.

These implementing rules shall not contain provisions that are contrary to the articles of association and contrary to applicable law and must be approved by the General Assembly.

2. The implementing rules may be amended or replaced by the Council subject to approval by a General Assembly.

Art. 13. Amendments of the articles of association

Amendments to the articles of association can only be proposed by the EC in a General Assembly and must be approved by a majority vote of entitled Members in the General Assembly.

Art. 14 Dissolution of the Society and liquidation

1. The decision to dissolve the Society can only be made in a General Assembly at the request of the EC. The decision requires a majority of the votes at the General Assembly.

2. In case of dissolution, liquidation will be performed by the EC.

3. The provisions of the articles of association shall remain in force as far as possible during the period of liquidation.

4. In the course of liquidation or loss of the tax-privileged status assets still available will be assigned to a corporation under public law or a tax-privileged corporation for exclusive and direct use for science and research funding.

Amendments to the articles of association

The articles of association were established on 25 April 2008 and amended by resolution of the General Assemblies on 22 November 2008 and on 19 October 2018. This version was voted on and approved during the General Assembly on 15 December 2020 in Amsterdam (online).