

Company no. 5466148

THE COMPANIES ACT 1985 AND 1989

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COMPANY LIMITED BY GUARANTEE AND NOT  
HAVING A SHARE CAPITAL

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MEMORANDUM

and

ARTICLES OF ASSOCIATION

of

THE INTERNATIONAL LEAGUE OF  
DERMATOLOGICAL SOCIETIES

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(Incorporated on 27 May 2005)

**LANE & PARTNERS LLP**  
15 Bloomsbury Square  
London WC1A 2LS



THE COMPANIES ACTS 1985 AND 1989

COMPANY LIMITED BY GUARANTEE

MEMORANDUM OF ASSOCIATION

OF

THE INTERNATIONAL LEAGUE OF DERMATOLOGICAL SOCIETIES

1. The company's name is The International League of Dermatological Societies  
(and in this document it is called the Charity).
- 2 The Charity's registered office is to be situated in England.
- 3<sup>1</sup> The Charity's objects (the Objects) are to encourage the world-wide advancement of dermatological education, care and sciences by:-
  - (a) improving the knowledge, skill and practice of those professionals practising dermatology and other professionals engaged in research into, and teaching about, diseases affecting the skin;
  - (b) improving the care of those suffering from skin diseases and promoting good skin health by protecting and preserving health and relieving those in need in such ways and in such parts of the world as the Directors see fit from time to time; and
  - (c) by publicising advances in dermatological sciences with the aim of stimulating, promoting further research into the same and supporting such research.
- 4(1) In addition to any other powers it may have, the Charity has the following powers in order to further the Objects (but not for any other purpose):
  - (a) to stimulate the co-operation of societies of dermatology and societies interested in all fields of cutaneous medicine and biology throughout the world;
  - (b) to represent dermatology in commissions and international health organisations;

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<sup>1</sup> Clause 3 was amended by Special Resolution dated 20 September 2005

- (c) to collect, collate and publish information and hold conferences and seminars;
- (d) to receive the net assets after providing for its debts and liabilities of the Illinois corporation called the International Foundation for Dermatology, which is recognised as exempt under Section 501C3 of the US Internal Revenue Code;
- (e) to raise funds. In doing so, the Charity must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
- (f) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
- (g) to sell, lease or otherwise dispose of all or any part of the property belonging to the Charity. In exercising this power, the Charity must comply as appropriate with sections 36 and 37 of the Charities Act 1993;
- (h) to borrow money and to charge the whole or any part of the property belonging to the Charity as security for repayment of the money borrowed. The Charity must comply as appropriate with sections 38 and 39 of the Charities Act 1993 if it wishes to mortgage land;
- (i) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
- (j) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
- (k) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other charity formed for any of the Objects;
- (l) to set aside income as a reserve against future expenditure but only in accordance with a written policy about reserves;
- (m) to employ and remunerate such staff as are necessary for carrying out the work of the Charity. The Charity may employ or

remunerate a Director only to the extent it is permitted to do so by clause 5 and provided it complies with the conditions in that clause;

(n) to:

- (i) deposit or invest funds;
- (ii) employ a professional fund-manager; and
- (iii) arrange for the investments or other property of the Charity to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

(o) to provide indemnity insurance for the Directors or any other officer of the Charity in relation to any such liability as is mentioned in sub-clause (2) of this clause, but subject to the restrictions specified in subclause (3) of the clause;

(p) to pay out of the funds of the Charity the costs of forming and registering the Charity both as a company and as a charity;

(q) to do all such other lawful things as are necessary for the achievement of the Objects;

(2) The liabilities referred to in sub-clause (1)(o) are:

(a) any liability that by virtue of any rule of law would otherwise attach to a director of a company in respect of any negligence, default breach of duty or breach of trust of which he or she may be guilty in relation to the Charity;

(b) the liability to make a contribution to the Charity's assets as specified in section 214 of the Insolvency Act 1986 (wrongful trading).

(3) (a) The following liabilities are excluded from sub-clause (2)(a):

- (i) fines;
- (ii) costs of unsuccessfully defending criminal prosecutions for offences arising out of the fraud, dishonesty or wilful or reckless misconduct of the Director or other officer;
- (iii) liabilities to the Charity that result from conduct that the Director or other officer knew or must be assumed to

have known was not in the best interests of the Charity or about which the person concerned did not care whether it was in the best interests of the Charity or not.

(b) There is excluded from sub-clause 2(b) any liability to make such a contribution where the basis of the Director's liability is his or her knowledge prior to the insolvent liquidation of the Charity (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Charity would avoid going into insolvent liquidation.

5(1) The income and property of the Charity shall be applied solely towards the promotion of the Objects.

(2) (a) A Director is entitled to be reimbursed from the property of the Charity or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the Charity.

(b) Subject to the restrictions in sub-clauses 4(2) and 4(3), a Director may benefit from trustee indemnity insurance cover purchased at the Charity's expense.

(3) None of the income or property of the Charity may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the Charity. This does not prevent a member who is not also a Director receiving:

(a) a benefit from the Charity in the capacity of a beneficiary of the Charity;

(b) reasonable and proper remuneration for any goods or services supplied to the Charity.

(4) No Director may:

(a) buy goods or services from the Charity;

(b) sell goods, services or any interest in land to the Charity;

(c) be employed by or receive any remuneration from the Charity;

(d) receive any other financial benefit from the Charity;

unless the payment or transaction is previously and expressly authorised in writing by the Charity Commission.

- (5) (a) A Director may receive a benefit from the Charity in the capacity of a beneficiary of the Charity.
- (b) A Director may be employed by the Charity or enter into a contract for the supply of goods or services to the Charity, other than for acting as a Director.
- (c) A Director may receive interest on money lent to the Charity at a reasonable and proper rate not exceeding 2 percentage points per annum below the base rate of a clearing bank to be selected by the Directors.
- (6) (a) The Charity and its Directors may only rely upon the authority provided by sub-clause 5(5) if each of the following conditions is satisfied:
- (i) The remuneration or other sums paid to the Director do not exceed an amount that is reasonable in all the circumstances.
- (ii) The Director is absent from the part of any meeting at which there is discussion of:
- his or her employment or remuneration, or any matter concerning the contract; or
  - his or her performance in the employment, or his or her performance of the contract; or
  - any proposal to enter into any other contract or arrangement with him or her or to confer any benefit upon him or her that would be permitted under sub-clause 5(5); or
  - any other matter relating to a payment or the conferring of any benefit permitted by sub-clause 5(5).
- (iii) The Director does not vote on any such matter and is not to be counted when calculating whether a quorum of Directors is present at the meeting.
- (iv) The other Directors are satisfied that it is in the interests of the Charity to employ or to contract with that Director rather than with someone who is not a Director. In reaching that decision the Directors must balance the advantage of employing a Director against that disadvantages of doing so (especially the loss of the

Director's services as a result of dealing with the Director's conflict of interest).

(v) The reason for their decision is recorded by the Directors in the minute book.

(vi) A majority of the Directors then in office have received no such payments.

(b) The employment or remuneration of a Director includes the engagement or remuneration of any firm or company in which the Director is:

(i) a partner;

(ii) an employee;

(iii) a consultant;

(iv) a director; or

(v) a shareholder, unless the shares of the company are listed on a recognised stock exchange and the Director holds less than 1% of the issued capital.

(7) In sub-clauses (2)-(6) of this clause 5:

(a) "Charity" shall include any company in which the Charity:

- holds more than 50% of the shares; or
- controls more than 50% of the voting rights attached to the shares; or
- has the right to appoint one or more directors to the Board of the company

(b) "Director" shall include any child, parent, grandchild, grandparent, brother, sister or spouse of the Director or any person living with the Director as his or her partner.

6 The liability of the members is limited.

7 Every member promises, if the Charity is dissolved while it is a member or within twelve months after it ceases to be a member, to contribute such sum (not exceeding £10) as may be demanded of it towards the payment of the debts and liabilities of the Charity incurred before it ceases to be a member, and of the costs charges and expenses

of winding up, and the adjustment of the rights of the contributories among themselves.

8(1) The members of the Charity may at any time before, and in expectation of, its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the Charity be applied or transferred in any of the following ways:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity for use for particular purposes that fall within the Objects;

(2) Subject to any such resolution of the members of the Charity, the Directors of the Charity may at any time before and in expectation of its dissolution resolve that any net assets of the Charity after all its debts and liabilities have been paid, or provision made for them, shall on dissolution of the Charity be applied or transferred:

- (a) directly for the Objects; or
- (b) by transfer to any charity or charities for purposes similar to the Objects; or
- (c) to any charity or charities for use for particular purposes that fall within the Objects.

(3) In no circumstances shall the net assets of the Charity be paid to or distributed among the members of the Charity (except to a member that is itself a charity) and if no such resolution is passed by the members or the Directors the net assets of the Charity shall be applied for charitable purposes as directed by the court or the Commission.

We, the persons whose names and addresses are written below, wish to be formed into a company under this Memorandum of Association.

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Signatures, Names and Addresses of Subscribers

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ROBIN MARKS )  
duly authorised for and on behalf of )  
THE AUSTRALASIAN COLLEGE ) Robin Marks  
OF DERMATOLOGISTS )  
P.O. Box 2065 )  
Boronia Park, NSW 2111 )  
Australia )

Dated: 13/05/05

Witness to the above Signature: Barry A. Labinger

Name: Barry A. Labinger  
Address: 6791 Brendon Court  
Edina, MN 55439  
USA

Occupation: General Manager

RODERICK HAY )  
duly authorised for and on behalf of the )  
BRITISH ASSOCIATION OF ) Roderick Hay  
DERMATOLOGISTS )  
4 Fitzroy Square )  
London W1T 5HQ )  
United Kingdom )

Dated: 23/05/05

Witness to the above Signature: Edel Hagen

Name: Mrs Edel Hagen  
Address: c/o Faculty of Medicine & Health Sciences  
Queens University Belfast  
Whitla Medical Building  
97 Lisburn Road  
Belfast BT9 7BL  
Northern Ireland

Occupation: Personal Secretary

GEORG STINGL )  
duly authorised for and on behalf of the )  
AUSTRIAN SOCIETY OF ) Georg Stingl  
DERMATOVENEROLOGY )  
c/o Vienna Academy of Postgraduate )  
Medical Education and Research )  
Alser Strasse 4, 1 Hof, DION )  
A-1090 Vienna, Austria )

Dated: 13/05/05

Witness to the above Signature: Claudia Blöss

Name: Claudia Blöss  
Address: Pilotengasse 4811318  
A-1220 Vienna  
Austria

Occupation:

**THE COMPANIES ACTS 1985 AND 1989**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION**

**OF**

**THE INTERNATIONAL LEAGUE OF DERMATOLOGICAL SOCIETIES**

(As amended by Special Resolutions passed 7 December 2005 and 2 October 2007)

**Interpretation**

1. In these Articles:

"the Act" means the Companies Act 1985;

"address" means a postal address or, for the purposes of electronic communication, a fax number or an e-mail address in each case registered with the Charity;

"the Board" means the Board of Directors of the Charity;

"the Charity" means the company intended to be regulated by these Articles;

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;

"the Commission" means the Charity Commissioners for England and Wales;

"the Directors" means the directors of the Charity. The directors are charity trustees as defined by Section 97 of the Charities Act 1993;

"member" means a Member Society or an Affiliated Member Society;

"Ex-ICD Director" means a Director who, prior to becoming a Director was a regular member of the International Committee of Dermatology of the Old Company;

"the Memorandum" means the Memorandum of Association of the Charity;

"the Old Company" means the Maryland corporation called the International League of Dermatological Societies (which is recognised as exempt under Section 501C3 of the US Internal Revenue Code);

"President" means the Director for the time being holding the office of President;

"the seal" means the common seal of the Charity if it has one;

"Secretary" means the Director for the time being holding the office of Secretary;

"Treasurer" means the Director for the time being holding the office of Treasurer; and

"World Congress" means the World Congress to be held by the Charity in 2007 and every four years thereafter;

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in these Articles have the same meaning as in the Act but excluding any statutory modification not in force when this constitution becomes binding on the Charity.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

## **Members**

2. (1) The subscribers to the Memorandum are the first members of the Charity.
  - (2) In addition to those organisations which were members of the Old Company membership is open to societies of dermatology and societies within the field of dermatology which:
    - (i) apply to the Charity in the form required by the Directors; and
    - (ii) are approved by the Directors.
3. (1) The Directors shall not be entitled to refuse an application for membership from any organisation which was a member of the Old Company.
  - (2) Subject to (1) above the Directors may refuse an application for membership if, acting reasonably and properly, they consider it to be in the best interests of the Charity to refuse the application.
  - (3) The Directors must inform the applicant in writing of the reasons for the refusal within twenty-one days of the decision.
  - (4) The Directors must consider any written representations the applicant may make about the decision. The Directors' decision following any written

representations must be notified to the applicant in writing but shall be final.

- (5) Membership is not transferable.
- (6) No society will be admitted to membership in the year immediately preceding a World Congress.
- (7) The Directors must keep a register of the names and addresses of the members.

### **Classes of Membership**

4. The membership of the Charity shall consist of Member Societies and Affiliated Member Societies.
5. The class of Member Societies shall consist of the subscribers to the Memorandum and all the national societies of dermatology or societies within the field of dermatology whose application to become a Member Society of the Charity has been accepted by the Directors but excluding any society whose membership has subsequently terminated for any reason.
6. The class of Affiliated Member Societies shall consist of all the international societies of dermatology or societies within the field of dermatology whose application to become an Affiliated Member Society of the Charity has been accepted by the Directors and whose membership has not subsequently terminated for any reason.

### **Termination of Membership**

7. Membership shall be terminated if:
  - (i) the member ceases to exist;
  - (ii) the member resigns by written notice to the Charity unless, after the resignation, there would be less than two members;
  - (iii) any sum due from the member to the Charity is not paid in full within six months of the date on which it falls due;
  - (iv) the member is removed from membership by a resolution of the Directors that it is in the best interests of the Charity that its membership is terminated. A resolution to remove a member from membership may only be passed if:
    - (a) the member has been given at least twenty-one days' notice in writing of the meeting of the Directors at which the resolution will be proposed and the reasons why it is to be proposed;
    - (b) the member has been allowed to make representations to the meeting.

## Meetings

8. (1) The Charity shall hold an Ordinary General Meeting at each World Congress.
  - (2) All General Meetings other than Ordinary General Meetings shall be called Extraordinary General Meetings.
  - (3) The Directors may call an Extraordinary General Meeting at any time.
9. (1) The minimum period of notice required to hold a General Meeting of the Charity is ninety clear days;
  - (2) The notice must specify the date, time and place of the meeting and the general nature of the business to be transacted. If the meeting is to be an Ordinary General Meeting, the notice must say so.
  - (3) The notice must be given to all the members and to the Directors and auditors.
  - (4) The proceedings at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting did not receive it because of an accidental omission by the Charity.
10. So long as the subscribers to the Memorandum are the only members of the Charity, Articles 9(1), 11 - 15 (inclusive) and 25 shall not apply and such subscribers shall be the only persons entitled, by one duly authorised representative each, to attend and vote at General Meetings. Each such representative shall have one vote.

## General Meeting Delegates

11. (1) The Member Society in each country or the Member Societies between them (if there are more than one in the country) shall be entitled to nominate the following number of Delegates to represent it or them at General Meetings based on the aggregate number of their own dues paying members:

<u>Number of Members</u>		<u>Number of Delegates</u>
100 members and under	–	1 Delegate
101 to 250 members	–	2 Delegates
251 to 500 members	–	3 Delegates
501 to 1000 members	–	4 Delegates
more than 1000 members	–	4 Delegates plus an additional Delegate for every additional 1,000 members

- (2) Subject to (1) above, where there is more than one Member Society in the country, each Member Society shall be entitled to nominate one Delegate provided that:-
- (i) if this would cause the maximum number of Delegates for the Member Societies in that country calculated in accordance with (1) above to be exceeded, the Delegates for that country shall be nominated by agreement between the Member Societies in that country;
  - (ii) if after each Member Society in a country has nominated a Delegate, the country is entitled to a further Delegate or Delegates, such further Delegate or Delegates shall be nominated by agreement between the Member Societies in the country; and
  - (iii) if the Member Societies cannot agree on the nomination of Delegates for the purposes of (i) and (ii) above, the Directors shall make the decision and such decision shall be final and binding.
- (3) In calculating the number of Delegates, account shall only be taken of members in respect of whom the Member Society has paid membership fees to the Charity for the calendar year in which the relevant General Meeting is to take place.

12. Each Affiliated Member Society shall be entitled to name one Delegate to represent it at General Meetings.
13. The names and addresses of Delegates must be provided to the Secretary at least 60 days prior to a General Meeting. Admittance credentials, which are to be presented at the door to the General Meeting will be mailed to each Delegate prior to the Meeting.
14. All the Directors shall be Delegates, ex-officio, and with the right to vote. The votes of the Director Delegates shall be in addition to the votes of the Delegates of the Member and Affiliated Member Societies.
15. At least 30 days prior to a General Meeting, a non-member dermatological organization may nominate a representative to attend as an observer. Approval for attendance will be given by the Directors on a space-available basis. Observers cannot vote but can speak at General Meetings with the consent of the President.

## **Business of the Ordinary General Meeting**

16. The Ordinary General Meeting shall be empowered to:

- (i) elect by secret ballot Directors from the lists of candidates submitted by the Directors in accordance with Articles 35(3) and (5);
- (ii) choose the location of future World Congresses;
- (iii) approve the President and Secretary of each World Congress;
- (iv) approve the regulations for the organization of World Congresses;
- (v) transact any other business brought to their attention by the Directors or Delegates.

## **Proceedings at General Meetings**

17. (1) No business shall be transacted at any General Meeting unless a quorum is present.

- (2) For so long as the subscribers to the Memorandum are the only members, the quorum for any General Meeting shall be three persons, each being a duly authorised representative of a subscriber. Thereafter, a quorum is 35 Delegates entitled to vote upon the business to be conducted at the meeting.

18. If:

- (i) a quorum is not present within half an hour from the time appointed for the meeting; or
- (ii) during a meeting a quorum ceases to be present;

the meeting shall be dissolved.

19. (1) General Meetings shall be chaired by the President.

- (2) If there is no President or he or she is not present within fifteen minutes of the time appointed for the meeting a Director nominated by the Directors shall chair the meeting.

20. Any vote at a meeting shall be decided by a show of hands or by ballot. The person chairing the meeting shall decide which method is to be used provided that a ballot shall be held if the Articles so provide or it is demanded by not less than one tenth of the Delegates attending the meeting on or before the declaration of a vote by a show of hands.

21. (1) The declaration by the person who is chairing the meeting of the result of a vote by a show of hands shall be conclusive unless a ballot is demanded.

- (2) The result of the vote must be recorded in the minutes of the Charity but the number or proportion of votes cast need not be recorded.
- 22. (1) A demand for a ballot may be withdrawn, before the ballot is taken, but only with the consent of the person who is chairing the meeting.
  - (2) If the demand for a ballot is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made.
- 23. (1) A ballot shall be taken by using voting forms or electronic voting or such other method as the person chairing the meeting shall direct. Such person shall also fix a time and place for declaring the results of the ballot.
  - (2) The result of the ballot shall be deemed to be the resolution of the meeting
  - (3) A ballot must be taken immediately.
- 24. If there is an equality of votes, whether on a show of hands or on a ballot, the person who is chairing the meeting shall have a casting vote in addition to any other vote he or she may have.

### **Votes of Delegates**

- 25. (1) Subject to Article 24 and (2) below, every Delegate shall have one vote provided that if not all the Delegates nominated by a Member Society are present at a General Meeting, a Delegate of that Member Society who is present and is so authorised in writing by the Member Society nominating him shall be entitled to exercise the votes of the Delegates of that Member Society who are not present at the General Meeting in addition to his own vote. For the avoidance of doubt, any Delegate nominated by agreement between Member Societies or decided upon by the Directors pursuant to Articles 11(2)(ii) shall not be a Delegate nominated by any specific Member Society for the purposes of this Article.
  - (2) No Delegate shall be entitled to vote at any General Meeting if the Member Society or Affiliated Member Society which nominated him has not paid all amounts due from it to the Charity.
  - (3) For the purposes of Section 368(2)(b) of the Act:-
    - (i) each Member Society shall be deemed entitled to the same number of votes as the number of Delegates it would be entitled to nominate pursuant to Article 11 (1) if it were the only Member Society in its country; and
    - (ii) each Affiliated Member Society shall be deemed entitled to one vote.

### **Directors**

- 26. (1) A Director must be a natural person aged 18 years or older.

- (2) No one may be appointed a Director if he or she would be disqualified from acting under the provisions of Article 38.
27. (1) For so long as the subscribers to the Memorandum are the only members, the number of Directors shall be three. Thereafter the number of Directors shall be eighteen or nineteen (which shall be the maximum number) of whom ten shall be Regional Directors, five International Directors and three or four ex-officio Directors provided that:-
- (i) from the date the subscribers to the Memorandum cease to be the only members until the conclusion of the 2007 World Congress there shall be 5 Regional Directors, 7 International Directors and 6 ex-officio Directors; and
  - (ii) the number of Directors for the term commencing at the conclusion of the 2007 World Congress shall be twenty or twenty-one (which shall be the maximum number for that term) of whom ten shall be Regional Directors, five International Directors and five or six ex-officio Directors..
- (2) Prior to the conclusion of the 2007 World Congress, the ex-officio Directors shall be those designated as such pursuant to Article 36(3). Thereafter the ex-officio Directors shall be the immediate past President, the current President and the immediate past President of the World Congress and, for the term commencing at the conclusion of the 2007 World Congress only, the immediate past Secretary of the Charity and the immediate past Secretary General of the World Congress. In addition, if the person appointed by the Directors to chair the International Foundation for Dermatology Committee is not already a Director, he shall upon his appointment become an ex-officio Director.
28. (1) The Directors shall be entitled to re-define the Regions from which the Regional Directors shall come with a view to ensuring that the various regions where Members are located are fairly represented on the Board. The decision of the Directors as to which Region a country belongs for the purpose of appointing Regional Directors shall be final.
- (2) Until otherwise determined by the Directors, two Regional Directors shall come from Europe, two from the USA and Canada, two from Latin America and the Caribbean, two from Africa and the Near and Middle East and two from the Asian Pacific region.
  - (3) International Directors shall be appointed without regard to the country they come from.
29. The first Directors shall be those persons notified to Companies House as the first directors of the Charity, being Robin Marks and Georg Stingl (who shall be designated as International Directors) and Ana Kaminsky (who shall be designated as a Regional Director (Latin America)).

30. A Director may not appoint an alternate director or anyone to act on his or her behalf at meetings of the Directors.
31. No Ex-ICD Director may serve for more than three terms and no other Director may serve for more than two terms (in both cases disregarding any term of office as an ex-officio Director). A term for this purpose is:-
- (i) a period commencing at the conclusion of one World Congress and terminating at the conclusion of the next World Congress; or
  - (ii) a term of office as a regular member of the International Committee of Dermatology of the Old Company; or
  - (iii) the period between the last World Congress held by the Old Company and the first World Congress held by the Charity if during that period the person concerned served both as a regular member of the International Committee of Dermatology of the Old Company and a Director of the Charity.
32. Each Director shall, by virtue of accepting appointment, submit to the exclusive jurisdiction of the English Courts in respect of all matters arising in connection with the Charity and shall irrevocably waive any objection to proceedings in the English Courts on the grounds that such proceedings have been brought in an inappropriate or inconvenient forum.

### **Powers of Directors**

33. (1) The Directors shall manage the business of the Charity and may exercise all the powers of the Charity subject to the provisions of the Act, the Memorandum, these Articles or any special resolution.
- (2) No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors.
  - (3) Any meeting of Directors at which a quorum (in accordance with Article 41(5)) is present at the time the relevant decision is made may exercise all the powers exercisable by the Directors.

### **Appointment and Retirement of Directors**

34. (1) At the first and second Ordinary General Meetings, any Ex-ICD Director who has served for three terms, any Regional Director appointed for only one term pursuant to Article 35(4), any Director subject to Article 36(2) and any Director eligible for appointment at such Ordinary General Meeting as an ex-officio Director shall retire from office.
- (2) At the third and each subsequent Ordinary General Meeting those Directors who have served for two terms (disregarding any term of

office as an ex-officio Director) and any Regional Director appointed for only one term pursuant to Article 35(4) shall retire from office.

- (3) If a Director is required to retire at an Ordinary General Meeting by a provision of these Articles the retirement shall take effect upon the conclusion of the World Congress at which the Ordinary General Meeting is held.

35. (1) Vacancies on the Board to be filled at the time of an Ordinary General Meeting shall be filled by those elected by secret ballot of the Delegates. Each Member Society and Affiliated Member Society shall be requested by the Secretary to propose, not later than six months before the Ordinary General Meeting;-

- (i) if there is a vacancy for an International Director, two individuals from two different countries for each such vacancy;
- (ii) if there is a vacancy for a Regional Director from their region, two persons from such region for each such vacancy of whom, unless there are only two countries in the region concerned, at least one comes from a country other than that of the member concerned.

- (2) A person may be appointed as a Director even if he shall have attained the age of 70 and no Director shall be liable to vacate office by reason of reaching that or any other age.

- (3) Using the candidates proposed by the members, the Directors will prepare a list containing all the candidates for each Regional Director vacancy and send it to each member in the region concerned and request them to vote for three candidates on the list if there is one vacancy for the region or six if there are two vacancies. For this purpose each member shall be entitled to cast the same number of votes per candidate as the number of Delegates it is entitled to nominate pursuant to Article 11(1) or Article 12. The three or six (as the case may be) candidates with the highest number of votes will go on the final voting list and the Delegates shall vote on such candidates on the first day of the Ordinary General Meeting and the candidate with the highest number of votes shall be elected to fill the Regional Director vacancy and, if there is second vacancy, the candidate with the second highest number of votes shall be elected to fill such second Regional Director vacancy.

- (4) If at any Ordinary General Meeting two Regional Directors are appointed for a region, the Regional Director appointed with the higher number of votes shall serve for two terms and the other Regional Director shall serve for only one term.

- (5) Using the candidates proposed by the members and after taking account of those appointed Regional Directors at the Ordinary General Meeting concerned and of the need for the Board to be balanced and

globally representative, the Directors shall prepare a list of three candidates for each International Director vacancy. The Delegates shall vote on the candidates on the second day of the Ordinary General Meeting and the candidate or candidates (if there is more than one vacancy) with the highest number of votes shall be elected to fill the International Director vacancy or vacancies.

36. (1) The Directors may appoint a person who is willing to act to be a Director to fill any casual vacancy arising from death, resignation or for any other reason, provided that, if the Director being replaced is a Regional Director, his replacement shall come from the same region.
- (2) A Director appointed by a resolution of the other Directors must retire at the next Ordinary General Meeting.
  - (3) When appointing a Director pursuant to Article 36(1) prior to the first Ordinary General Meeting, the Directors shall designate the Director appointed as a Regional Director (specifying the region concerned) or an International Director or an ex-officio Director and such Director shall be subject to these Articles in accordance with such designation.
  - (4) Article 36(2) will not apply to any Director appointed pursuant to Article 36(1) prior to the first Ordinary General Meeting and designated as a Regional Director or an International Director. Any such Director shall not be required to retire from office unless this is required under any other provision of the Articles.
37. The appointment of a Director, whether by the Charity in General Meeting or by the other Directors, must not cause the number of Directors to exceed any number fixed as the maximum number of Directors.

### **Disqualification and removal of Directors**

38. A Director shall cease to hold office if he or she:
- (i) ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a director;
  - (ii) is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision);
  - (iii) becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs;
  - (iv) resigns as a Director by notice to the Charity (but only if at least two Directors will remain in office when the notice of resignation is to take effect).

### **Directors' remuneration**

39. The Directors must not be paid any remuneration unless it is authorised by clause 5 of the Memorandum.

### **Proceedings of Directors**

40. (1) The Directors may regulate their proceedings as they think fit, subject to the provisions of the Articles.

(2) Meetings of the Directors will be held at the beginning and the end of each World Congress and otherwise as required. The President or any two Directors may in addition convene an emergency meeting of the Directors. Emergency meetings may be held at any place, and at any time designated in the notice calling the meeting, or by mail, telephone, fax or email. In order to be effective, decisions taken at any such emergency meeting must be ratified by a majority of the Directors within 15 days.

41. (1) Notice of all meetings of Directors shall be given at least 30 days prior thereto by written notice delivered personally or by mail or electronic communication to each Director. Such notice shall state the place, day and hour of the meeting, and the known items of business to be discussed. 30 days' notice of an emergency meeting of the Directors shall not be required. All Directors must be notified of any emergency meeting.

(2) Questions arising at a meeting shall be decided by a majority of votes.

(3) In the case of an equality of votes, the President shall have a second or casting vote.

(4) No decision may be made by a meeting of the Directors unless a quorum is present at the time the decision is purported to be made.

(5) For so long as the subscribers to the Memorandum are the only members, the quorum shall be 3 Directors. Thereafter, the quorum shall be 5 Directors or such larger number as may be decided from time to time by the Directors.

(6) A Director shall not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote.

42. (1) The President shall chair the meetings of the Directors.

(2) If the President is not present within ten minutes after the time appointed for the meeting, the Directors present may appoint one of their number to chair that meeting.

43. (1) A resolution in writing signed by the Directors entitled to receive notice of a meeting of Directors or of a committee of Directors and to vote upon the resolution shall be as valid and effectual as if it had been passed at a meeting of the Directors or (as the case may be) a committee of Directors duly convened and

held, provided that any such resolution shall be circulated to the Directors at least 30 days in advance of it taking effect.

- (2) The resolution in writing may comprise several documents containing the text of the resolution in like form each signed by one or more Directors.
- (3) All or any of the Directors may participate in a meeting of the Board by means of conference telephone or any communication equipment which allows all persons participating in the meeting to hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and will be counted in a quorum accordingly. Such meeting shall be deemed to take place at the location where the President or other Director chairing the meeting is located at the time.

44. A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the Charity and any personal interest (including but not limited to any personal financial interest).

45. (1) Subject to Article 45(2), all acts done by a meeting of Directors, or of a committee of Directors, shall be valid notwithstanding the participation in any vote of a Director:

- who was disqualified from holding office;
- who had previously retired or who had been obliged by the constitution to vacate office;
- who was not entitled to vote on the matter, whether by reason of a conflict of interest or otherwise;

if without:

- the vote of that Director; and
- that Director being counted in the quorum;

the decision has been made by a majority of the Directors voting at a quorate meeting.

- (2) Article 45(1) does not permit a Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 45(1), the resolution would have been void, or if the Director has not complied with Article 44.

## **Delegation**

46. (1) The Directors may delegate any of their powers or functions to a committee of two or more Directors on such conditions as they may decide.

- (2) The Directors may revoke or alter a delegation.
- (3) Each committee shall be chaired by a Director and the acts and proceedings of any committees shall be reported as soon as practicable to the Directors.
- (4) Persons who are not Directors may be appointed to serve on any committee provided that the majority of the members of each committee shall be Directors.
- (5) Unless or until otherwise resolved by the Directors, the Directors shall appoint a standing Executive Committee which shall consist of the President, the Secretary and the Treasurer, the President of the next World Congress, and at least two other Directors. Save as otherwise determined by the Directors, the Executive Committee shall be responsible for the day to day management of the Charity. The establishment of the Executive Committee shall not relieve the Directors or any of them of any responsibility imposed on them by law or under these Articles.
- (6) In addition to the Executive Committee, the Directors shall, unless or until otherwise resolved, appoint such standing committees as they think fit including (but not limited to) the following:-
  - (i) Finance Committee;
  - (ii) World Congress Scientific Program Committee;
  - (iii) Commissions and International Health Organisation Committee;
  - (iv) Awards Committee;
  - (v) Dermlink Grants Committee;
  - (vi) Communications Committee; and
  - (vii) International Foundation for Dermatology Committee.

A Director shall chair each such standing committee and the President shall be a member ex-officio. All standing committee members shall be appointed by, and can be removed by, the Directors.

- (7) The President shall have the power to appoint and dismiss ad-hoc committees as necessary to assist him or her to carry out the objects of the Charity.

- (8) The President shall have the power to appoint and dismiss task forces to assist him or her with specific tasks. Task forces shall be dissolved on completion of their specific task.

### **Associate Directors**

47. The Directors shall be entitled to appoint up to a maximum of seven persons Associate Directors. Any such person shall not by virtue of his appointment be deemed to have become a Director of the Charity for any of the purposes of these Articles or the Act or a charity trustee for the purposes of the Charities Act 1993. Associate Directors shall give the Board such advice and assistance and perform such other duties as the Board may request but shall not have any of the powers or be subject to any of the duties of a Director. Associate Directors shall be entitled to attend and speak at meetings of the Board but shall not be entitled to vote thereat. The appointment of all Associate Directors shall terminate automatically at the end of the next World Congress immediately following their appointment. Any Associate Director whose appointment is so terminated shall be eligible for re-appointment provided that no person shall be appointed to serve as an Associate Director for more than three terms. An Associate Director may be removed from office at any time by the Directors.

### **Honorary Directors**

48. Each President and Secretary of the Charity and each President and Secretary of the World Congress shall on ceasing to hold office as a Director be appointed an Honorary Director of the Charity. Honorary Directors shall not be entitled to attend or vote at meetings of the Board. Honorary Directors shall not be a Director for the purposes of these Articles or the Act and shall not be charity trustees for the purposes of the Charities Act 1993.

### **Administrative Officers of the Charity**

49. (1) The Administrative Officers of the Charity shall be the President, the Secretary and the Treasurer.
  - (2) The first President shall be Robin Marks, the first Secretary Georg Stingl and the first Treasurer Ana Kaminsky and they shall, subject to these Articles, hold office until the conclusion of the 2007 World Congress.
  - (3) The candidates for the Administrative Officers shall be nominated by a Director at the first meeting of the Directors following the election of Directors at each World Congress. The Administrative Officers shall be elected by the Directors from their own number.
  - (4) The election shall be by secret ballot at the relevant meeting of the Directors. A majority vote by those voting at the relevant meeting will be necessary for election to office. If there are more than two candidates for any office and no absolute majority is obtained on the first ballot, a second ballot will be conducted among the top two

candidates (including ties) and subsequent ballots, if necessary, will be conducted in the same manner.

- (5) Duties and terms of office of the Administrative Officers will begin at the end of the World Congress at which they are elected and continue until the closing of the following World Congress or until their successors are chosen.
- (6) If the President or the Treasurer fails or is unwilling, to perform the functions of their office, these functions will be temporarily assumed by the Secretary. If the Secretary fails or is unwilling to perform the functions of that office, the functions will be temporarily assumed by the President. A new President, Secretary or Treasurer (as the case may be) shall be elected by the Directors within 180 days of receiving notice of such failure or unwillingness to serve or within such further period as the Directors may determine.
- (7) Any Administrative Officer may be removed from office at any time by a majority of two thirds of the Directors.

### **The President**

50. The President, who shall also be the president of the Charity shall chair all meetings of the Directors and the Executive Council and all General Meetings. The President shall be an ex-officio member of all committees of the Directors. The President shall perform all duties and exercise all powers which are by custom and incidental to the office of President or the position of Chairman and such other duties as may be determined by the Directors.

### **The Secretary**

51. The Secretary shall keep minutes of all meetings of the Directors, the Executive Council, and all General Meetings. The Secretary shall see that all notices are duly given in accordance with law and these Articles and shall serve on committees in accordance with the Articles. The Secretary or another person designated the Directors, shall be the custodian of all records relating to the Directors and the Charity and shall keep a register of the members of the Charity. The Secretary shall notify persons of their election to office and their appointment to committees and shall generally perform all duties and exercise all powers which are by law or custom incidental to the office of Secretary and such other duties as may be determined by the Directors.

### **The Treasurer**

52. The Treasurer shall be the principal accounting and financial officer of the Charity and shall be responsible for maintenance of adequate books of account for the Charity as required by the Act. The Treasurer or a person appointed by the Directors shall be responsible for the receipt and disbursement of all funds of the Charity, will recommend the membership fees to be paid by members and will generally perform all the duties and exercise all powers which are by custom

incidental to the office of Treasurer and such other duties and powers which may be determined by the Directors.

### **Membership Fees**

53. (1) With effect from 1 January 2008, to cover the expenses of the Charity, each Member Society shall pay a fee for each calendar year based on the number of paying members it had itself at 30 November in the previous year (provided that a person who is a member of more than one Member Society shall only be counted once for this purpose). The annual membership fee per paying member of Member Societies and the annual membership fee for Affiliated Member Societies shall be fixed by the Directors.

(2) The Member Societies and Affiliated Member Societies shall be invoiced in January each year for the annual membership fee determined pursuant to Article 53(1) which shall be payable within thirty days from the date of invoice. No Member Society or Affiliated Member Society that is in arrears with its membership fees shall be entitled to exercise any of the powers or privileges of membership.

### **Accounts**

54. (1) The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.

(2) The Directors must keep accounting records as required by sections 221 and 222 of the Act.

### **Annual Report and Return and Register of Charities.**

55. (1) The Directors must comply with the requirements of the Charities Act 1993 with regard to:

- (a) the transmission of the statements of account to the Commission;
- (b) the preparation of an annual report and its transmission to the Commission;
- (c) the preparation of an annual return and its transmission to the Commission.

(2) The Directors must notify the Commission promptly of any changes to the Charity's entry on the Central Register of Charities.

56. (1) Any notice to be given to or by any person pursuant to the Articles:

- (i) must be in writing; or

- (ii) must be given using electronic communications.
  - (2) The Charity may give any notice to a member either:
    - (i) by sending it by post in a prepaid envelope addressed to the member at its address; or
    - (ii) by leaving it at the address of the member; or
    - (iii) by giving it using electronic communications to the member's address.
57. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that a notice contained in an electronic communication was sent in accordance with guidance issued by the Institute of Chartered Secretaries and Administrators shall be conclusive evidence that the notice was given.
  - (3) A notice shall be deemed to be given:
    - (a) 7 days after the envelope containing it was posted; or
    - (b) in the case of an electronic communication, 48 hours after it was sent.

### **Indemnity**

58. The Charity shall indemnify every Director or other officer or auditor of the Charity against any liability incurred by him or her in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the Director or in which the Director is acquitted or in connection with any application in which relief is granted to the Director by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Charity.

### **Rules**

59. (1) The Directors may from time to time make such reasonable and proper rules or guidelines as they may deem necessary or expedient for the proper conduct and management of the Charity, including (but without prejudice to the generality of the foregoing) rules and guidelines for the organisation and operation of the World Congress and the Committees of the Board.
- (2) The Directors must adopt such means as they think sufficient to bring the rules and guidelines to the notice of members of the Charity.

- (3) The rules or guidelines, shall be binding on all members of the Charity. No rule or guideline shall be inconsistent with, or shall affect or repeal anything contained in, the Memorandum or the Articles.

### **Language**

60. The language of the Charity shall be English and all General Meetings and all meetings of the Directors shall be conducted in English and all the records of the Charity shall be kept in English.

### **Amendments to Articles**

61. Subject to the requirements of the Commission, these Articles of Association may be altered in accordance with the Act by special resolution.

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Signatures, Names and Addresses of Subscribers

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ROBIN MARKS )  
duly authorised for and on behalf of )  
THE AUSTRALASIAN COLLEGE ) Robin Marks  
OF DERMATOLOGISTS )  
P.O. Box 2065 )  
Boronia Park, NSW 2111 )  
Australia )

Dated: 13/05/05

Witness to the above Signature: Barry A. Labinger

Name: Barry A. Labinger  
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USA

Occupation: General Manager

RODERICK HAY )  
duly authorised for and on behalf of the )  
BRITISH ASSOCIATION OF ) Roderick Hay  
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Dated: 23/05/05

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Occupation: Personal Secretary

GEORG STINGL )  
duly authorised for and on behalf of the )  
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Dated: 13/05/05

Witness to the above Signature: Claudia Blöss

Name: Claudia Blöss  
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Occupation: