

# Constitution of the European Society of Skin Cancer Prevention EUROSKIN

## **Article 1**

The Name is EUROPEAN SOCIETY of SKIN CANCER PREVENTION – EUROSKIN

EUROSKIN has its seat in Hamburg / Germany.

EUROSKIN's seat shall be transferred to any other location solely by decision of the Board of Directors.

Country of jurisdiction is Germany, legal form of EUROSKIN is „Eingetragener Vereine.V.“.

## **PURPOSE**

### **Article 2**

EUROSKIN exclusively and directly pursues charitable causes as defined by the section “Tax-privileged purposes” of the German Fiscal Code (Abgabeordnung).

The purpose of the Society is to promote science and research, to promote the public health system and public health and to promote vocational education in order to

- to reduce skin cancer incidence and mortality
- to promote and coordinate collaboration between European professionals who are active in the fields of primary and / or secondary prevention of skin cancer including for example dermatologists, other health professionals, epidemiologist and scientists.

In particular, the purpose of the Constitution is realized in that:

EUROSKIN organises a scientific conference on a regular basis, though not more frequently than every two years, known as EUROSKIN Conference.

EUROSKIN organises other activities that shall be in accord with the purpose of EUROSKIN.

Such activities may include:

- seminars and study days
- the publishing of articles
- the creation of a journal

In furtherance of the above, in the field of **Primary Prevention**, the principal aim of EUROSKIN will be the reduction of the incidence of skin cancer through

- (I) promotion of scientific studies relevant to primary prevention,
- (II) development, promotion and evaluation of effective information,
- (III) promotion and development of solar UVR monitoring programmes,
- (IV) promotion of harmonization of information programmes throughout Europe.

In the field of **Secondary Prevention**, the principal aim of EUROSKIN will be the reduction of mortality of skin cancer through

- (I) development, promotion and evaluation of effective strategies for secondary prevention of skin cancer
- (II) promoting population based skin cancer registration, harmonization of classification and other activities, essential to evaluation of secondary prevention

(III) regular application of guidelines

EUROSKIN aims to promote basic research and its clinical applications.

### **Article 3**

The corporation is a charitable organisation; it does not primarily pursue its own financial purposes.

### **Article 4**

The corporation's funds may only be used for purposes in accordance with its Constitution. The members do not receive any benefits from the corporation's funds.

### **Article 5**

No person may be benefited by expenditures which are for purposes other than that of the Society or by unreasonably high remunerations.

## **MEMBERSHIP**

### **Article 6**

EUROSKIN shall consist of three types of members:

- Full Members
- Affiliated Members
- Sustaining Members (Patrons)

### **Article 7**

All decisions on membership shall be taken by the Board of Directors.  
Membership shall be agreed by seventy-five percent of the Board.

### **Article 8**

Full membership shall be open to those European professionals who are active in the fields of primary and / or secondary prevention of skin cancer including for example dermatologists, other health professionals, epidemiologist and scientists.

### **Article 9**

Affiliated Membership shall be open to those European professionals who are involved in the fields of primary and / or secondary prevention of skin cancer including e.g. dermatologists, other health professionals, epidemiologists and scientists who share the values of EUROSKIN but, who fail to meet all the criteria for Full membership.

Affiliated Membership should be granted for a period of two years and shall be the subject of renewal after such a period.

### **Article 10**

Sustaining Memberships shall be open to all organisations and individuals, supportive of the purpose of EUROSKIN.

### **Article 11**

Every Member of the Society shall have the right to terminate membership in EUROSKIN at any time by means of a registered letter to be send to the Secretary General of EUROSKIN (at the EUROSKIN Office).

The exclusion of a Member shall be declared by decision of the Council and with a majority of seventy-five percent of the votes.

#### **Article 12**

The Members of EUROSKIN shall have no rights to EUROSKIN`s nominal capital, even after terminating their membership.

### **COUNCIL**

#### **Article 13**

The Council shall be the governing body of EUROSKIN and shall consist of Full Members, Affiliated Members and Sustaining Members. Each Full Member of EUROSKIN shall have one vote. Affiliated and Sustaining Members shall have no voting rights. Sustaining Members shall not be eligible for positions in the Council or Board of Directors. The Council shall be empowered to approve the membership of EUROSKIN in other relevant bodies and organisations.

#### **Article 14**

The Council shall be empowered to:

- (I) plan the strategy and determine the policy of EUROSKIN
- (II) nominate and dismiss the Board of Directors and more specifically elect the President, President-Elect, Secretary General and Treasurer
- (III) approve the venues of the EUROSKIN Conferences.
- (IV) elect a Scientific Programme Committee for the EUROSKIN conferences.
- (V) approve the report presented by the Secretary General on the management of EUROSKIN, including the management of the EUROSKIN Office, and structural and activity reports.
- (VI) approve the audited financial statement presented by the Treasurer and the activity reports, budgets and accounts
- (VII) determine the membership fees
- (VIII) amend the Constitution
- (IX) dissolve EUROSKIN

#### **Article 15**

The Council shall assemble validly under the chairmanship of the President and, in her/his absence of the Past president (or President-Elect), by law at least once every year at the seat of the society, another place to be stated in the convocation letter or virtual by internet.

The calling notice - as an invitation in text form - shall be sent out by the Secretary General at least twenty-eight days prior to the meeting and shall state the items on the agenda. Members who have given an email-address to the society receive the notice by email, others by post address. For the evidence of the proper form and on the due date of the notice the posting of the notice (to the last known email / postal address deposited by the member) will be sufficient.

Council meetings shall include a closed session meeting for endorsing all decisions of Council. The Board of Directors shall attend closed sessions meetings of the Council.

#### **Article 16**

Except for special cases determined in the Constitution, all decisions of the Council shall be made with a simple majority of the votes. Article 10 notwithstanding, each Full Member can only be represented at the Council by its representative(s) designated.

The minutes of the Council shall be made by the Secretary General, approved and signed by the President and sent to all members of EUROSKIN.

### **BOARD OF DIRECTORS**

#### **Article 17**

EUROSKIN shall be managed by a BOARD OF DIRECTORS.

The BOARD of DIRECTORS is empowered to manage EUROSKIN. The mandate shall not extend to the definitions and implementation of decisions affecting the overall strategy and policy of EUROSKIN.

As members of the Board of Directors, the President and the Secretary General should represent EUROSKIN at meetings of other relevant bodies and organisations to which EUROSKIN may be affiliated.

The Board of Directors shall be responsible for the organization of EUROSKIN activities and shall meet as required to conduct the business of EUROSKIN.

The Board of Directors is empowered to borrow money, subject to such constraints as may be required by law, in order that EUROSKIN might pursue its stated purpose.

EUROSKIN is validly represented in all transactions, agreements and litigations as follows:

- (I) subject to (iii) below, in transactions and for agreements of 2,500 Euro and above and litigations the joint signature shall be required of the Treasurer and one of the following Directors: President, Past President or President-Elect.
- (II) the President, Treasurer or Secretary General shall be allowed to sign singly for transactions or agreements of up to 2,500 Euro.
- (III) daily management shall be delegated to the Secretary General or an officer appointed by the Board of Directors.

The above officers may designate employees or third parties to represent EUROSKIN for defined matters by standing proxy.

#### **Article 18**

The Board of Directors shall comprise the President, Past President, President-Elect, Secretary General and Treasurer.

Presidents, Secretary General and Treasurer shall be Full Members of EUROSKIN. The Board of Directors shall be presided over by the President and the Secretary General shall take down the minutes that shall be sent to all members of the Board of Directors.

## **SPECIAL MEETINGS**

### **Article 19**

A special meeting of the Council shall be called within twenty-eight days on receipt by the Secretary General of such a request, signed by at least half of the Full Members. The request for the special meeting shall state specifically the business for which the meeting is to be called in the form of a resolution for debate. The Board of Directors shall be allowed to add other items to the agenda for this meeting. Not less than twenty-eight days' notice of the special meeting shall be given to all Full Members.

Participation in these meetings is limited to individual appointees, elected or invited by EUROSKIN. A special meeting of the Board of Directors shall be called within two weeks on receipt by the Secretary General of such a request signed by at least three members of the Board of Directors.

The request for this special meeting shall state specifically the business for which the meeting is to be called.

## **REPRESENTATION and QUORUM in the BOARD of DIRECTORS**

### **Article 20**

Except for special cases determined in this constitution, all decisions of the Board of Directors shall be made with a simple majority of the votes, on condition that at least two thirds of the voting members shall be present.

In the event that a quorum shall not be achieved, a second meeting of the Board of Directors shall be convened with the same agenda. If at such a meeting of the Board of Directors the quorum shall again not be achieved, a third meeting of the Board of Directors shall be convened with the same agenda at which the quorum requirement shall no longer apply.

A Director shall not be represented by a proxy at a meeting of the Board of Directors.

The minutes of the meetings of the Board of Directors shall be made by the Secretary General, approved and signed by the President and send to all members of the Board of Directors.

## **TERMS of OFFICE**

### **Article 21**

The President, Past President and President-Elect shall be appointed as follows:

- (I) the President, the President-Elect, the Secretary General and the Treasurer shall be elected for a two-year period by the Council. At the end of this period. The president-Elect shall become the President of EUROSKIN for a further period of two years.
- (II) the President of EUROSKIN shall assume the function of Chairman of the Boards of Directors during this period.
- (III) for a further two-year period, the retiring President shall remain on the Board of Directors as Past President of EUROSKIN.
- (IV) in the event of the President being unable to carry out his/her duties, these shall be assumed by the Past President. If this is not possible, these duties shall be carried out by the President-Elect.

## **EUROSKIN OFFICE**

### **Article 22**

The Council and the Board of Directors shall be allowed to be served by a Staff of EUROSKIN in support of their activities.

### **Article 23**

All moneys raised in the name of EUROSKIN, from whatever source, shall be forwarded within twenty-eight days of receipt to the account of EUROSKIN.

Copies of the financial statement shall be presented by the Treasurer at each of its meetings.

## **COMMITTEES**

### **Article 24**

The Board of Directors shall establish standing and *ad hoc* committees as the need arises.

## **AMENDMENTS to the CONSTITUTION**

### **Article 25**

Proposals to amend the constitution shall be made to the President at least three calendar months before the next Council meeting and shall be signed by at least 10 Full Members of EUROSKIN.

Details of the proposed amendments shall be circulated with the agenda at least two months prior to that meeting.

Amendments to the constitution shall be agreed by at least seventy-five per cent of the Full Members present at the Council meeting.

Amendments to the constitution shall only be valid after publication and information of all members of EUROSKIN.

## **DISSOLUTION**

### **Article 26**

Dissolution of EUROSKIN shall be agreed by at least seventy-five per cent of the Full Members OF EUROSKIN.

If the Society is dissolved or the tax-privileged purposes cease to apply, the Society's assets shall go to another tax-privileged corporation for the purpose of use for the charitable purposes specified in Article 2 Clause 2 of the Society's Constitution.

The decision concerning the destination of the funds shall be taken with a simple majority of Full Members present at the final meeting.

## **OFFICIAL LANGUAGE**

### **Article 27**

The official language as well as the working language of EUROSKIN shall be English.

## **BUDGET and ACCOUNTS**

**Article 28**

The fiscal year of EUROSKIN shall be closed on 31 December.

The accounts of the preceding fiscal year shall be audited by independent professional auditors appointed to the Board of Directors, agreed by the Council.

The Board of Directors shall submit the accounts of the past fiscal year and the budget of the following year to the Council for approval.

The Council shall audit and approve the accounts of the budget of the following fiscal year. This audit and budget shall be ratified by the Council no later than its meeting in the following year.

The Board of Directors shall establish a contingency fund, determine its amounts as well as the way in which this fund shall be augmented by the contributions due from every Full Member.

DECIDED at the Founding Meeting of the European Society of Skin Cancer Prevention

**EUROSKIN**

Frankfurt/Main, Friday, 18th of June 1999

CHANGED at the Members Meeting of the European Society of Skin Cancer Prevention

**EUROSKIN**

Copenhagen / Denmark, Monday, 02nd of Mai 2011

CHANGED at the Members Meeting of the European Society of Skin Cancer Prevention

**EUROSKIN**

Via internet Monday, 17th of December 2018