



# ILDS By-Laws

The ILDS By-Laws (“By-Laws”) support the ILDS Articles of Association 2023 (“the Articles”) and were approved by a majority vote of the Board 13 June 2024.

Interpretation: Any word or expression referred to in the By-Laws shall have the corresponding meaning outlined in Clause 5: Definitions of the Articles.

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## By-Law 1: Votes per Class of Member

In accordance with Clause 7.1 of the Articles, there are three classes of membership. No categories of membership classes have been defined by the Directors at present. The votes per class of membership are the following:

Membership Class Definitions	Voting Formula	Votes
<p><b>Member Societies</b> For the main/primary national society of dermatology within each country working within the field of dermatology - representing members from its own (one) country (such as AAD or SIDEMAST). In countries where there is more than one national society, proof may be required that there is little/no overlap of members. 50% + 1 (majority) of its members MUST be dermatologists and the Society MUST have been established/ registered for more than 4 years.</p>	Based on the number of fee-paying members	1 to 10 maximum
<p><b>Affiliated Societies</b> For international or regional dermatological societies of dermatology or national specialist societies working within the field of dermatology - representing dermatologists internationally or regionally (such as EADV, CILAD etc) OR national specialist societies of dermatology (such as the lymphoma, photodermatology or MOHS for example). 50% + 1 (majority) of its members MUST be dermatologists and the Society MUST have been established/ registered for more than 4 years.</p>	Entitled to one vote	1
<p><b>Observer Societies</b> For other societies within the field of dermatology that are not yet eligible to become a Member Society or Affiliated Society ie. those who meet the criteria but are under 4 years old. Also includes those who have applied for Member / Affiliated Society Membership and have been approved in the year preceding a World Congress of Dermatology (category changes following the WCD year).</p>	n/a	0



## **By-Law 2: Number of Votes per Member Society**

In accordance with Clause 8.1 in the Articles, Member Societies are entitled to a number of votes based upon the number of fee-paying members. The number of votes allocated are outlined below:

<b>Number of fee-paying Members</b>	<b>Number of Votes</b>
0-100 members	1 vote
101-250 members	2 votes
251-500 members	3 votes
501-1000 members	4 votes
1001-2000 members	5 votes
2001-3000 members	6 votes
3001-4000 members	7 votes
4001-5000 members	8 votes
5001-6000 members	9 votes
6001 or more members	10 votes

Should there be more than one Member Society in a country, the cumulative total of fee-paying members across all Member Societies in that country shall be used to calculate the allocation of votes in accordance with the table above. The total allocation of votes shall be apportioned based on the ratio of votes each Member Society would have received if they had been a single Member Society in that country relative to the total number of votes allocated to the country with no Member Society receiving less than 1 vote. In the event of a split vote to be allocated following calculations in accordance with above, the Member Society with the highest number of fee-paying members shall receive the vote.

As outlined in Clause 8.1 of the Articles, Affiliated Societies will have 1 vote and Observer Societies do not have the right to vote.



### **By-Law 3: Voting Process**

In accordance with Part C of the Articles, a General Meeting may be held that includes special resolutions to be voted on by the Representatives.

#### **Method of Notification**

The Charity shall use its best endeavours to ensure that detailed guidance is provided to Representatives prior to a General Meeting regarding the voting process, and voting platform that may be used, no later than 28 days prior to the date of the General Meeting.

The information provided to the Representative shall include the name and contact email address of the voting platform provider, a unique link to access the voting platform, username and password for the Representative, and details of the resolutions to be voted on during the General Meeting.

The voting platform provider may need to make direct contact with the Representative on the Charity's behalf regarding their account on the voting platform. Therefore, it is the responsibility of the Representative to ensure that the voting platform provider's email address is added to their contacts/safe list to guarantee receipt of all important communications.

#### **Proxies**

In accordance with Clause 18 of the Articles, the Representative may appoint a proxy for a General Meeting at least 48 hours prior to the time of the General Meeting.

At least one week prior to the General Meeting, the Representative shall be notified by the Charity (or the voting platform provider on its behalf) that the proxy process is available via the voting platform.

Following this notification, the Representative will be able to access the voting platform and assign a proxy or submit their vote in case of a fully virtual General Meeting. In the case where a proxy needs to be assigned, Representatives will be asked to provide the name and email address for the proxy and indicate their voting preference.

#### **Virtual Voting**

When voting is required for a virtual General Meeting, to ensure that the process is smooth for the Representative, it is recommended that they:

- locate themselves somewhere quiet without potential for interruption
- have access to a laptop/desktop computer to access the voting platform



Prior to the start of a virtual General Meeting, Representatives will be required to access their account via the link provided. When voting opens, resolutions will be shown on the Representative’s account and Representatives will be able to submit their votes accordingly. Once submitted, votes may be changed until the vote officially closes. If the Representative had submitted votes on the voting platform prior to the meeting but also attends the meeting, any votes submitted during the meeting will be valid and any previous votes will be discarded.

The Charity will provide guidance prior to the General Meeting on how the Representative can request support if they have any issues accessing the voting platform or submitting their vote.

### **By-Law 4: Membership Fees**

For the purpose of calculating Membership Fees, each Member will be assigned to an income level based on the [World Bank website](#). Where countries indicated as Lower Income or Lower Middle Income will fall under ‘Lower’ and Upper Middle Income and High Income will fall under ‘Upper’ in the table below.

Membership class	Number of fee-paying members	Income level	
		LOWER	UPPER
Observer Society	n/a	US\$100.00	US\$200.00
Affiliated Society	n/a	US\$150.00	US\$250.00
Member Society	up to 100 members	US\$150.00	US\$250.00
	101 or more members	US\$150.00 plus US\$1.25 per member over 100	US\$250.00 plus US\$1.75 per member over 100

Membership fee invoices are raised in accordance with Clause 11 of the Articles and sent to Members in January each year. Payment terms for all membership invoices are strictly 30 days from the date of invoice. In accordance with Clause 11.4 of the Articles, where payment is three months overdue, a notice shall be sent to the Member. Details of the non-payment will also be shared with the Board. If fees remain outstanding one month after the notice has been issued, membership may be terminated.



### **By-Law 5: Cessation of Membership**

Members wishing to cease their membership in accordance with Clause 12 of the Articles, must submit notice of such in writing to the Company Secretary.

The Company Secretary shall confirm receipt of such notice in writing within 10 working days and, if clarification has not been provided by the Member in the notice, the Company Secretary may request a reason for the cessation.

### **By-Law 6: ILDS Regions**

As per Clause 5.1 of the Articles , the ILDS Regions will be outlined in these By-Laws. There are 6 regions as shown below and the number of directors per region will be determined by the Board prior to a General Meeting in an election year in accordance with Clause 27.2 of the Articles.

<b>Region</b>
North America (excluding Mexico and the Caribbean)
Latin America (including Mexico and the Caribbean)
Europe
Africa
West, South and Central Asia
East Asia, South-East Asia and Oceania

### **By-Law 7: Notification of Representative**

All Members are required to inform the Company Secretary of the name and contact details of their nominated Representative for voting via the membership application form (for new societies) or, for existing Members, via the member renewal form sent to all Members in December of each year. If the Member wishes to change the name of the Representative, they must notify the Company Secretary in writing no later than 60 days prior to a General Meeting. If the Society fails to inform the Company Secretary of their current voting Representative, this may result in the Member not being able to vote at General Meeting.



## **By-Law 8: General Meetings**

In accordance with Clause 22 of the Articles, where a General Meeting is cancelled, postponed or has a change of venue, the Charity shall use its best endeavours to provide at least 28 days notice to its Members. However, there may be circumstances beyond the Charity's control ("Force Majeure") which may affect this notice period. In such circumstances, the Charity resolves to notify the Members as soon as possible.

## **By-Law 9: Election of the Charity's President**

The President of the Charity is elected and appointed every four years to coincide with the year of a World Congress of Dermatology ("WCD").

Any current Director of the Charity, who has not previously been appointed as President and is not due to end their term on the Board, may self-nominate to be considered for the role of President-Elect of the Charity (hereinafter referred to as the "Candidate").

To be considered, the Candidate must complete a nomination form with four questions by an agreed deadline which will then be reviewed by the current President, Secretary-General and Chief Executive Officer of the Charity to ensure all required information has been provided.

At the Board meeting prior to a WCD, each Candidate will be invited to give an oral presentation to the Board consisting of one hour divided by the number of candidates (up to a maximum of 10 minutes) with the presentation addressing the four questions only. The presentation may be aided by a maximum of three PowerPoint slides at the discretion of the Candidate.

Comments from the Board will be limited to clarification of a specific point or for a particular statement to be repeated. Otherwise, there will be no additional questions. Other Candidates will **not** be present in the room during the presentations.

Secret ballot papers are then distributed to all eligible Directors (excluding Associate Directors), including the Candidates. Instructions on the procedures and completion of the ballot papers will be made verbally before voting.

Directors eligible to vote who cannot attend the meeting in person can vote if they can hear all the presentations (teleconference or video-link). The Chief Executive Officer may then telephone these Board Members to obtain their votes.

The Charity's Chief Executive Officer and Head of Operations will collect the votes and move to a separate room for the count (aided by an additional ILDS staff member, where required).

The results will be passed to the Secretary-General to announce the result of the ballot. The Candidate with the highest number of votes will immediately assume the role of President-Elect.



During the first meeting of the new Board of Directors that takes place during the WCD, the President-Elect will be presented to the Board.

At this meeting, the appointment of the President-Elect as President must be approved by the Board.

The President will then nominate the Secretary-General and the Treasurer from the remaining Directors, whose appointment must then be approved by the Board.

The new President is then officially announced at the closing ceremony of the World Congress of Dermatology.

## By-Law 10: Governance

Whilst every effort has been made to ensure all scenarios have been covered in the Articles and By-Laws, the Charity recognises that unexpected situations may arise that may not have been explicitly addressed. In this instance, in order to maintain transparency and efficiency and provide a structured approach to discussion and decision-making, the Charity shall default to Robert's Rules of Order.

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**President: Henry W. Lim (USA)    Secretary General: María Ivonne Arellano Mendoza (MX)    Treasurer: Stephen Shumack (AU)**

OFFICE INFORMATION:  
WILLAN HOUSE  
4 FITZROY SQUARE  
LONDON W1T 5HQ, UK

<b>Board of Directors:</b>	Luca Borradori (CH)	Claire Fuller (UK)	Ricardo Romiti (BR)
	Roy Chan (SG)	George Hruza (USA)	Lidia Rudnicka (PL)
	Jin Ho Chung (KOR)	Venkataram Mysore (IN)	Rashmi Sarkar (IN)
	Ncoza Dlova (SA)	Jorge Ocampo-Candiani (MX)	Antonio Torrelo (SP)
	Lars French (DE)	Ketty Peris (IT)	<b>Associate Director:</b>
	Manabu Fujimoto (JP)	Martin Röcken (DE)	Qianjin Lu (CN)