

EADV STATUTES

EUROPEAN ACADEMY OF DERMATOLOGY AND VENEREOLOGY STATUTES 2021

(Approved amendments – 5 May 2021)

1. NAME AND PLACE OF BUSINESS

- (A) The name of the Association is the EUROPEAN ACADEMY OF DERMATOLOGY AND VENEREOLOGY (hereinafter for convenience referred to as “the Academy”).
- (B) The principal place of business of the Academy shall be LUGANO, CANTON OF TICINO, SWITZERLAND.
- (C) The official language of the Academy shall be English, and the Academy is governed by the present English version of the Statutes; this takes precedent over any translations into other languages that are for information only.

2. OBJECTIVES OF THE ACADEMY

The objectives of the Academy shall be:

- (A) The advancement of excellence in clinical care, research, education and training in the fields of Dermatology and Venereology.
- (B) The funding and the operation of an Academy for the purpose of providing the highest quality of advanced medical training in Dermatology and Venereology and related fields of medicine, science and research.
- (C) The promotion of the highest standards of clinical care in the aforementioned specialties.
- (D) The maintenance and enhancement of high standards in professions related to Dermatology and Venereology and public health services and other professions or practices that the Academy may from time to time consider relevant.
- (E) The education of the public and of patients, particularly those with cutaneous or venereal diseases, and advocacy on their behalf.
- (F) The preparation, editing, publication and circulation of such papers, books, journals or other literary or electronically-based matter as may seem conducive to the objectives of the Academy.
- (G) The purchase, lease, exchange, hire or otherwise acquisition in the name of the Academy of any real or personal property or any rights or privileges that the Academy deems necessary or conducive to the promotion of its objects and to maintain, alter or construct any building or structure necessary or convenient for the work of the Academy.
- (H) The sale, lease, mortgage, disposition or any other dealings concerning all or any of the property or properties of the Academy.
- (I) The employment of such persons and/or the retention of the services of such persons, companies or corporations as are necessary to realise the objectives of the Academy.

- (J) The pursuit of any other lawful activities that may be incidental or conducive to the realisation of the objectives of the Academy.

3. NON-PROFIT-MAKING

The Academy shall be a non-profit-making organisation.

4. MEMBERSHIP

- (A) All applications for membership must be sent to the Membership Department team who shall from time to time present membership applications to the Secretary General, the Executive Committee or the Board Members for approval or rejection, and for the determination of the category to which the Member will be assigned.
- (B) All applicants for membership must agree to comply with all the rules relating to membership as outlined in the bylaws of the Academy from time to time.
- (C) The first twelve calendar months' membership represents a qualifying period. During this period Members are not entitled to the ordinary rights of membership, including the rights to vote, to stand for any elections, to endorse membership applications and to propose or second any candidates for election.
- (D) The number of Members shall be unlimited. It cannot however at any time be less than three.

5. CATEGORIES OF MEMBERSHIP

The Members of the Academy shall be:

(A) Associate Members:

- (1) This category of membership is open to any person with special interests in Dermatology / Venereology, who accepts the purpose and aims of the EADV and whose application is approved according to Article 4 of these Statutes.
- (2) Associate Members are entitled to vote but are not eligible to be elected to the Board or to serve as Officers of the Academy.

(B) Fellow Members:

- (1) This category of membership is open to:
 - (a) Specialists in Dermatology and/or Venereology who are certified as specialists in Europe.
 - (b) European nationals who are certified as specialists in Dermatology and/or Venereology.
 - (c) Scientists holding a PhD degree or the equivalent in Dermatology and/or Venereology and/or Cutaneous Biology-related subjects and who are engaged in full time research in these or related subjects.
- (2) Fellow Members are entitled to vote and are eligible to be elected to the Board and to serve as Officers of the Academy.

(C) Junior Members:

- (1) This category of membership is open to physicians or scientists (see above) in full time training in Dermatology and/or Venereology or related sciences, or who have recently been certified as a specialist or PhD scientist in these sciences.
- (2) A Junior Member may become a Fellow Member provided he/she produces evidence of certification of specialisation or completion of scientific training according to the application procedure set out in Article 4 (A) of these Statutes. Junior Members have the option of continuing in this category even after full specialisation until they reach 35 years of age.
- (3) Junior Members pay a reduced membership fee.
- (4) Physicians or scientists under 35 years of age are entitled to apply to become Fellow Members before reaching the age of 35 years if they so wish and if they satisfy the requirements for Fellow Member membership outlined in Statute 5(B) above.
- (5) Junior Members are entitled to vote but are not eligible to be elected to the Board or to serve as Officers of the Academy.

(D) Senior Members:

- (1) This category of membership is open to specialists in Dermatology and/or Venereology who have retired (i.e. reached 65 years of age). However, Fellow Members who reach 65 years of age may continue to stay in the Fellow Member category with all rights and obligations, should they so wish.
- (2) Senior Members pay reduced membership fees.
- (3) Senior Members are eligible to vote, but are not eligible to be elected to the Board or to serve as Officers of the Academy.

(E) International Fellow Members:

- (1) This category of membership is open to:
 - (a) Specialists in Dermatology and/or Venereology of non-European nationality who are certified as specialists outside Europe and who provide evidence of certification and whose application is approved according to Article 4 of these Statutes.
 - (b) Scientists holding a PhD Degree or the equivalent in Dermatology and/or Venereology and/or Cutaneous Biology-related subjects and who are engaged in full time research in these or related subjects.
- (2) International Fellow Members are entitled to vote and are eligible to be elected to the Board, but not to serve as Officers of the Academy.

(F) International Junior Members:

- (1) This category of membership is open to physicians or scientists of non-European nationality in full time training in Dermatology and/or Venereology or related sciences outside Europe or who have recently been certified as a specialist or PhD scientist in these sciences.
- (2) An International Junior Member shall become an International Fellow Member provided he/she produces evidence of certification of specialisation or completion of scientific training according to the application procedure set out in Article 4 (A) of these Statutes. Members in this category

have the option of continuing in this category even after full specialisation until they reach 35 years of age.

- (3) International Junior Members pay a reduced fee.
- (4) Non-European physicians or scientists under 35 years of age are entitled to apply to become International Fellow Members before reaching 35 years of age if they so wish and if they satisfy the requirements for International Fellow Member membership outlined in Statute 5 (E) above.
- (5) International Junior Members are entitled to vote but are not eligible to be elected to the Board or to serve as Officers of the Academy.

(G) Corporate Members:

- (1) Corporate Members are organizations that are particularly active in the field of Dermatology and/or Venereology. Corporate Members can include:
 - (a) National European Dermatology / Venereology societies.
 - (b) Corporate Healthcare companies with a major interest in Dermatology / Venereology.
 - (c) Any other bona fide organisation related to Dermatology / Venereology and approved by the Executive Committee.
- (2) Corporate Members are not entitled to vote and are not eligible to be elected to the Board or to serve as Officers of the Academy.

(H) Honorary Members:

- (1) This category of membership is granted by the Board to distinguished persons who have performed particular meritorious services to Dermatology and/or Venereology and/or to the Academy.
- (2) All Founding Members of the Academy.
- (3) Honorary Members pay no membership fees.
- (4) Honorary Members shall be entitled to vote but are not eligible to be elected to the Board or to serve as Officers of the Academy.

(I) Nurse and Medical Assistant Members:

- (1) This category of membership is open to licensed practical, registered or practitioner nurses and medical assistants involved in the nursing care of dermatology and venereology patients.
- (2) Nurse and Medical Assistant Members are entitled to vote but are not eligible to be elected to the Board or to serve as Officers of the Academy.

(J) Student Members:

- (1) This category of membership is open to medical students who have not yet achieved their medical degree and who show interest in Dermatology / Venereology. Medical students who have not yet started a training in Dermatology / Venereology.
- (2) Student Members are not entitled to vote and are not eligible to be elected to the Board or to serve as Officers of the Academy.

6. SUSPENSION OF MEMBERSHIP

Annual membership fees must be credited to the Academy by May 31 (January 31 starting with 2022). Any Member whose fee is not credited to the Academy is excluded from all rights of membership and from all benefits. Any Member whose fee is credited to the Academy after May 31 (January 31 starting with 2022) shall have his/her membership benefits restored from the credit date, and membership rights (such as voting, standing for election, endorsing membership applications and proposing and seconding candidates for any election) restored from January 1 of the following year.

7. TERMINATION OF MEMBERSHIP

A person shall cease to be a member of the Academy with no further dealings and immediate effect consequent upon any of the following events:

- (1) Death.
- (2) Resignation in writing (via mail and/or electronic mail) to the Membership Department.
- (3) For Fellow Members, Junior Members, International Fellow/Junior Members, Honorary Members and Nurse and Medical Assistant Members, loss of license to practice as a physician or loss of recognition of specialist status on grounds other than age or illness; for scientists, loss of respected standing or change from full-time research status.
- (4) Expulsion (pursuant to Statute 8 hereof).
- (5) Loss of the quality as a member following any of the categories of membership of the Academy pursuant to Statute 5 hereof.

8. EXPULSION FROM MEMBERSHIP

- (A) Subject to Statute 8 (B), the Executive Committee, having received a complaint in writing about a Member, may expel that Member from the Academy if, in the opinion of a majority comprising not less than two thirds of the Members voting in secret ballot, shall deem such person to be an unfit or unsuitable Member of the Academy by reason, or on account of, his/her failure to observe any of the Statutes of the Academy or of his/her having acted or behaved, or omitted to act or behave, in any respect in a manner deemed to be detrimental to the interests of the profession or the Academy, or calculated to bring the Academy into disrepute.
- (B) Such Members shall be given not less than 14 days' clear notice of such a Meeting and shall be entitled to be present at the Meeting in person and/or represented by their legal advisors and shall be entitled to a hearing at any such Meeting.
- (C) Subject to the approval of not less than two thirds of the Members of the Executive Committee voting at the meeting, a sanction less severe than expulsion (and to include suspension from membership for such period as may be thought fit) may be imposed.
- (D) A Member to be expelled, or otherwise dealt with in accordance with the foregoing provisions of this statute, shall forfeit all claims to return of any monies paid by him to the Academy whether for annual membership fee or howsoever otherwise.
- (E) The Executive Committee, if it so decides, may request the Ethics Committee to examine the issues relating to the conduct of a Member whose expulsion has being proposed and to report its findings to the Executive Committee prior to a vote being taken.

- (F) An expulsion may be appealed before the Board within 30 days. The Board shall consider the matter at the next meeting. The expelled Member shall be invited to attend. The Member shall remain suspended from membership till the Board has reached a decision.

9. MEMBERSHIP FEES

The membership fee for all categories of membership shall be determined by the Executive Committee from time to time and shall be paid at the beginning of each calendar year in a single payment.

The Executive Committee may grant a reduction in the membership fee in exceptional cases.

9bis. BODIES OF THE ACADEMY

The constituted bodies of the Academy are:

- (1) The General Meeting,
- (2) The Board of the Representatives (referred to as the "Board"),
- (3) The Executive Committee (referred to as the "Committee"),
- (4) The General Manager (referred to as the "CEO").

10. GENERAL MEETING

The Academy shall in each year hold an Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the Notices convening it. Not more than eighteen months shall elapse between the date of one Annual General Meeting of the Academy and the date of the next.

The Annual General Meeting of the Academy shall be held at such a time and at such a place as the Executive Committee shall appoint. All General Meetings other than the Annual General Meeting shall be called Extraordinary General Meetings.

An Extraordinary General Meeting shall be convened by the Secretary General on receipt of a requisition in writing clearly outlining the purpose of the Extraordinary General Meeting from the Executive Committee or 50% (fifty per cent) plus one of the Board or 1/5 (one fifth) of the membership with voting right of the Academy.

Extraordinary General Meetings may take place immediately after any Annual General Meeting.

11. NOTICE OF GENERAL MEETINGS

Not less than six weeks' notice shall be given of all General Meetings except in the case of an emergency when the Executive Committee may convene an Extraordinary General Meeting on giving not less than fourteen days' notice.

Notice shall be exclusive of the day on which it is served, or deemed to be served, and of the day for which it is given and shall specify the place, day, hour and agenda of the meeting and, in the case of special business, which shall include any matter that may require a resolution of the Members of the Academy, details of the general nature of that business. Notice will be sent (together with all necessary accompanying documentation and voting papers) to each Member by ordinary mail and/or by publication in the EADV news and/or the official journal of the Academy and/or electronically and/or via the EADV website.

12. PROCEEDINGS AT GENERAL MEETINGS

(A) All business shall be deemed special that is transacted at an Extraordinary General Meeting and also all that is transacted at an Annual General Meeting with the exception of the following matters that shall be deemed to be the ordinary business of the Annual General Meeting as follows:

- (1) The presentation of the President's report.
- (2) The presentation of the Secretary General's report.
- (3) The presentation of the Treasurer's report.
- (4) The election of the President-Elect.

The reports shall relate to the previous calendar year, but also include an update on the current year and plans for the upcoming year. The presentation of any reports is for information only.

(B)

- (1) No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Save as otherwise specifically provided, twenty-five Members present in person shall be a quorum.
- (2) No motion or resolution of the Members shall be passed at any General Meeting unless the subject of such motion or resolution is noted in the agenda of the relevant General Meeting circulated in accordance with Article 11 hereof.
- (3) Any resolution of the Members to be passed at any General Meeting shall be passed by a majority of the Members voting at the relevant General Meeting.
- (4) A Member shall not at any time vote on any matter relating to a contract, proposed contract or legal proceedings between the Academy and himself/herself or his/her spouse or any of his/her ascendants or direct descendants.

(C) If within half an hour from the time appointed for the Meeting a quorum is not present, the Meeting shall stand adjourned to such other day, time and place as the Executive Committee may decide and if at the adjourned Meeting a quorum is not present within half an hour of the time appointed for the Meeting, the Members present shall constitute a quorum.

(D) The President of the Academy shall preside at every General Meeting of the Academy with all appropriate powers and privileges. If he/she is unable to attend, the President-Elect of the Academy shall preside; if neither is able to attend the President shall nominate an Officer of the Academy to preside in his/her absence. The President or his nominated replacement will, as presiding officer of the General Meeting, have a casting vote.

13. VOTES OF MEMBERS

(A) Eligibility to vote:

Every Associate, Fellow, Junior, Honorary, Senior, Nurse and Medical Assistant and International Fellow/Junior Member has one vote.

(B) Exclusion from voting:

No Member shall be entitled to vote at any General Meeting unless his/her current annual membership fees and other sums due to the Academy from him/her shall have been credited in full by May 31 (January 31 starting with 2022) as specified in Article 6.

Corporate Members and Student Members are not entitled to vote as set out in Article 5 (G) (2) for Corporate Members and Article 5 (J) (2) for Student Members.

(C) Validity of votes:

No objection shall be raised to the qualification of any voter except at the General Meeting or adjourned General Meeting at which the contested vote is given. Every vote not disallowed at such General Meeting shall be valid for all purposes exercised at that General Meeting. Any such objection made in due time shall be referred to the Chairperson of the General Meeting whose decision shall be final and conclusive.

(D) Procedure of voting:

Voting may be carried out personally, or by post or by electronic mail, as detailed in the convening notice. The details of the relevant voting procedure shall be decided from time to time by the Executive Committee and will be outlined in the notice convening such meetings.

(E) Administration of elections:

Unless otherwise specified by the Executive Committee, the Secretary General and the administrative staff shall administer elections with the advice and assistance of the Academy's legal Advisors and with the assistance of the Nomination and Election Monitoring Committee.

14. CANDIDATES FOR ELECTION

Only Fellow Members and International Fellow Members are entitled to stand for election. All candidates going forward for election must be approved by the Nomination and Election Monitoring Committee. All candidates must agree to adhere to the Code of Conduct of the Academy, complete the Conflict of Interest statement of the Academy and adhere to the Rules governing the behaviour of candidates presenting for election as provided for in the bylaws. Failure to do so may invalidate the candidature.

15. BOARD

The Board, whose tasks are listed in Article 18, shall be composed of only Fellow Members and International Fellow Members of the Academy elected as follows:

- (1) One Board Member from each European Country of which the voting membership is less than one hundred.
- (2) Two Board Members from European Countries whose voting membership exceeds one hundred.
- (3) Two Board Members representing the International Members.

16. ELECTIONS TO THE BOARD

- (A) Voting Members from each eligible European Country shall elect their Board Member or Members by voting in an election of all eligible Members in that country administered by the Secretary General of the Academy according to 13(D) and (E) above and subject to Article 17 below. Each candidate putting himself/herself forward for election to the Board is

considered as representing the European Country where the candidate has his/her EADV registration. Each candidate must be proposed and seconded by voting Members having his/her EADV registration in that same European Country.

- (B) Voting International Members shall elect their two Board Members by voting in an election of all eligible International Members administered by the Secretary General of the Academy according to 13(D) and (E) above and subject to Article 17 below. Each candidate putting himself/herself forward for election to the Board is representing the International Members. Each candidate must be proposed and seconded by voting International Members. The two Board Members representing the International Members must not be from the same country.
- (C) The President and President-Elect are Members of the Board and the Immediate Past-President remains a member of the Board for two years after the end of his/her term as President. Each retains the right to vote, but only the presiding officer has a casting vote.
- (D) The President or his nominee is the presiding officer at all meetings of the Board.
- (E) The Board representatives of each eligible European Country and the Board representatives of the International Members are elected for a period of three years and may be re-elected once.

17. ELIGIBLE EUROPEAN MEMBER COUNTRIES

- (A) The eligible European Countries shall be the countries recognized as being within the geographic boundaries of Europe by the European Union together with any other European Country situated at least partly within the geographic boundaries of Europe that has been accepted as an eligible European Country by the Board. Regardless of their geographic location European Countries shall not be entitled to elect a Member to the Board unless:
 - (1) There are 20 voting Members of the Academy registered from that country,
 - or
 - (2) It has been shown to the satisfaction of the Board that at least 25% of the total of specialists in Dermatology and/or Venereology and/or eligible scientists resident in that country are registered as voting Members of the Academy.
- (B) European countries including San Marino, Liechtenstein, Monaco, Andorra and the Vatican State and others that may be considered from time to time appropriate by the Members voting at the Annual General Meeting shall have their interests represented by the Immediate Past-President of the Academy.

18. POWERS, DUTIES AND PROCEDURES OF THE BOARD

- (A) The Board shall perform the following activities:
 - (1) The Board shall:
 - (a) Make all strategic decisions that affect the development of the Academy.
 - (b) Approve the Officers' reports.
 - (c) Decide on the annual budget.
 - (d) Propose and decide motions.

- (e) Amend the Statutes in accordance with Article 24.
- (2) The Board shall elect and dismiss the following Members of the Executive Committee who are not Members of the Board:
- (a) The Secretary General.
 - (b) The Secretary General-Elect.
 - (c) The Treasurer.
 - (d) The Treasurer-Elect.
 - (e) Any other Officers as the Board may deem useful. The number of Officers of the Academy is limited to a maximum of twelve in total.
- (3) The Board shall appoint and dismiss the CEO of the Academy.
- (4) The Board shall elect and dismiss the following Committees and their Chairpersons:
- (a) The Ethics Committee.
 - (b) The Finance Committee.
 - (c) The Nomination and Election Monitoring Committee.
 - (d) The Statutes and Development Committee.
 - (e) The Scientific Committee.
 - (f) Any other Committees as the Board may deem useful.
- (5) The Board shall appoint the Auditors of the Academy.
- (B) The Board shall, whenever useful, make, alter or rescind bylaws relating to the following:
- (1) The manner of conducting the proceedings of meetings of the Board.
 - (2) The Officers of the Academy elected by the Board.
 - (3) The CEO of the Academy.
 - (4) The Committees of the Academy and their Chairpersons.
 - (5) Any other activities of the Board.
- (C) The Board shall meet as often as the interests of the Academy so require, but at least once per annum. The meeting shall be convened in the following manner:
- (1) At the direction of the President.
 - (2) At the direction of a majority of Members of the Board.
- (D) No business shall be transacted by the Board unless at least half the Members of the Board are present.

- (E) Unless expressly stated differently in these Statutes, all resolutions of the Board shall be passed by a majority of votes cast. If an equal number of votes are cast for and against any resolution, the President or his nominated replacement shall have the casting vote.
- (F) The Secretary General shall take and store the minutes of the Board meetings which shall be signed by the President and the Secretary General when agreed as a valid record by a vote of a majority of the Members who attended the meeting in question.
- (G) A Board Member will be suspended or dismissed from office if suspended or dismissed from membership, or if two thirds of the voting Members in that country so vote in an election called and administered by the Secretary General.
- (H) Electronic consultation and voting are acceptable procedures for all Committees, the Executive Committee and the Board. Any elections shall be conducted by secret ballot.

19. POWERS, DUTIES AND PROCEDURES OF THE EXECUTIVE COMMITTEE

- (A) The Executive Committee shall perform all such strategic activities of the Academy that, according to those Statutes, or to any Board decision, are not the responsibility of another Body of the Academy. The Executive Committee shall be comprised of the Officers in accordance with Article 18 (A) (2) of these Statutes in addition to the following Members of the Board:
 - (1) The President of the Academy.
 - (2) The President-Elect of the Academy.
 - (3) The Immediate Past-President of the Academy.
 - (4) Two Members of the Board elected by the Board from amongst its Members.
These Members shall be from a Country which is not already represented on the Executive Committee by the President, the President-Elect, the Immediate Past-President or the other Officers of the Academy.
- (B) The Executive Committee shall, whenever useful, make, alter or rescind bylaws relating to the manner in which the Executive Committee operates as well as relating to any activities under the responsibility of the Executive Committee.
- (C) The Executive Committee may invite Members of the Academy (or others) to attend meetings or parts thereof in an advisory role without voting rights.
- (D) The President or his nominated substitute will preside at all Executive Committee meetings and in the event of a tied vote shall have a casting vote.
- (E) All Members of the Executive Committee are entitled to vote on all matters.
- (F) The Secretary General shall keep and store the minutes of all Executive Committee meetings. These shall be signed by the President and the Secretary General and agreed as a valid record by a vote of the majority of the Members in attendance at the Executive Committee meeting in question. On approval, the conclusions of all Executive Committee meetings shall be forwarded to the Board. In addition, the Board shall receive, on a regular basis, at a minimum, the reports of the President, Secretary General and Treasurer of the Academy.

20. POWERS, DUTIES AND PROCEDURES OF THE CEO

- (A) The CEO shall perform all such operational activities of the Academy that, according to these Statutes or to any Board decision, are not under the responsibility of another body of the Academy.
- (B) The CEO shall report to the Board on a regular basis. The CEO shall also regularly liaise with the Executive Committee.
- (C) The CEO is not a Member of the Executive Committee, but attends Executive Committee meetings in a non-voting capacity.
- (D) The CEO shall, whenever useful, make, alter or rescind bylaws relating to the operations of the Academy as well as to any activities under the responsibility of the CEO.

21. ACCOUNTS

At the end of each financial year the Treasurer with the advice and guidance of the Academy's accountants (and if he/she wishes the Finance Committee) shall draw up the annual accounts for the expiring year and the budget for the following year for consideration by the Board, and ensure that the accounts of the Academy are submitted to the Auditors, appointed by the Board, in good time.

22. DURATION OF OFFICE

- (A) The duration of office for each Officer of the Academy, the President, the President-Elect and the Immediate Past-President is 2 years with the exception of the Secretary General and the Treasurer whose duration of office is for a total of 4 years. Officers of the Academy, the President, the President-Elect and the Immediate Past-President are not eligible to stand for re-election to any office that they have held at any previous time.
- (B) The Secretary General-Elect and the Treasurer-Elect shall assist the Secretary General and Treasurer respectively, and will become the Secretary General and Treasurer, respectively. They shall be elected during the last 2 years of tenure of the Officer of the Academy whom they are assisting and whom they will eventually succeed. As above, the President-Elect is elected for a period of 2 years and therefore assumes the Presidency for 2 years. For the avoidance of doubt, the President cannot be re-elected as President-Elect nor can he/she stand for election to any other position as an Officer of the Academy.
- (C) Any Officer may hold any Office within the Academy for no longer than 12 years in total. Board and Committee membership (including Chairmanship) periods do not count.
- (D) The General Meeting may at any time dismiss the President, the President-Elect and the Immediate Past-President of the Academy provided that this is on the agenda of the meeting, the Officer of the Academy in question has been given notice and has an opportunity to present his/her case, and a two thirds majority of Members voting support the dismissal.

The Board may at any time dismiss any other Officer, CEO, Chairperson and Committee Member of the Academy provided that this is on the agenda of the Meeting, the person in question has been given notice and has had an opportunity to present his/her case, and a two thirds majority of Members voting supports the dismissal.

- (E) In the event of death, severe illness or incapacity of the President, the President-Elect shall take over the function of President. If this is required for longer than a 3-month period, then

the term of office of the new President shall be deemed to have started from the time that he/she assumed the Presidency.

23. LEGAL PROCEEDINGS

Any 2 Members of the Executive Committee and the CEO acting jointly may represent the Academy in all dealings with third parties including in legal proceedings.

24. AMENDMENTS TO STATUTES

- (A) The Board may, with a majority of votes cast, propose changes to the Statutes. Such proposals shall be referred to the Statutes and Development Committee for formulation and cross-referencing and thereafter presented again to the Board for its decision by a majority of two thirds of all Board Members.
- (B) A copy of every proposed amendment to the Statutes that is to be laid before the Board of the Academy shall be sent (together with all necessary accompanying documentation and voting papers) to each Board Member by ordinary mail and/or electronically. Amendments to the Statutes may either be accepted or rejected but may not be altered or amended by the Board. Amendments to the Statutes are published on the EADV Website, in the JEADV and in the EADV News as soon as approved.

25. DISSOLUTION

In the event of dissolution of the Academy, the Members of the Academy will be notified of the General Meeting convened for that purpose and be sent voting papers pertaining to this agenda item. They shall, if necessary, appoint liquidators, determine their powers and decide on the destination of the assets of the dissolved Academy, following discharge of its liabilities. It is admissible to destinate the assets to the benefit to other institutions with objectives similar to the ones having similar benefits of tax exemption.

In the event of dissolution of the Academy the assets shall be given to other institutions with similar purposes and which have the same benefits regarding tax exemption.

26. GENERAL PROVISIONS

- (A)
 - (1) All functions performed within the Academy by its Members and by the Members of the Board, of the Executive Committee and of other Committees must be discharged voluntarily, without salaried reimbursement, and only out of pocket expenses shall be reimbursed.
 - (2) Upon previous agreement with the Swiss Tax Authorities, a fee can be granted to the Members of the Board, or of the Executive Committee, or of other Committees, in consideration of their particular activity for EADV.
- (B)
 - (1) In these Statutes save where the contrary intention expressly appears, the masculine shall include the feminine the singular the plural and vice versa.
 - (2) Reference in these Statutes to "in writing" shall include Notices and accompanying documentation sent electronically via email or other comparable technology, and, for the

avoidance of doubt, Notices convening General Meetings of the Academy and documentation required under these Statutes to accompany such notices may be served electronically and where so served shall be deemed to have been received by the recipient Member on the date and time of sending unless a failure notice is received within twelve hours of the email being sent.

- (C) Members of the Academy are responsible for the debts of the Academy only up to the limit of the value of their societary share of capital.

27. TRANSITIONAL PROVISIONS

- (A) The EADV Statutes are effective upon approval.
- (B) Any person acting as Officer, CEO, Chairperson or Committee Member of the Academy at the time of the approval of these new Statutes may finish his/her term in accordance with the Statutes in effect at the time of his/her election. Any re-elections or re-appointments are governed by these new Statutes.

Approved amendments – 23 September 2013

Approved further amendments – 25 May 2017

Further amendments—12 September 2018

Approved further amendments – 27 October 2020

Approved further amendments – 5 May 2021