



STATUTORY BY-LAWS OF THE “INTERNATIONAL NAIL SOCIETY”

Article 1

Name, seat and statutes of the Society

The Society shall be called “**INTERNATIONAL NAIL SOCIETY**” (acronym: **INS**) hereafter referred to as “**the SOCIETY**”. Its registered seat is Athens, Greece. The Society shall be a civil non-profit partnership, operating under the present statute and articles 61 on. and 741 on. of the Greek Civil Code.

The Society will use the above shown logo in all its official communications. The logo and/or the name of the Society may be changed only after a majority agreement of the Executive Board.

Article 2

Purpose of the Society

Purpose, objectives and duration

The Society has the following purposes and actions:

1. To create and enhance co-operation between all health care professionals interested in normal and pathological nails, locally, nationally and internationally
2. To support and facilitate research and education on the basic science, clinical, and pathologic aspects of the nail, through the following actions:
 - Increase of overall awareness regarding nail diseases.
 - Promotion and enhancement of education regarding nail disorders and nail care.
 - Provision of educational programs and materials regarding nail disorders for physicians and other health care professionals.
 - Assisting health care professionals in the diagnosis and management of difficult nail disorders.
 - Provision of educational materials and programs regarding prevention and recognition of nail disorders to nail cosmetologists and the lay public.

- Increase of quantity and distribution of both scientific and general publications related to nails.
 - Promotion of research related to nail diseases
3. To organize the “International Nail Summit” (INS), hereafter referred to as “the Congress”, every two (2) years.
 4. To represent or collaborate with all nail Societies in Commissions, International Organizations and Forums.

Article 3

Means to achieve the Society purposes

Funding

The Society’s funding shall be ensured through:

1. Gifts, foundations, legacies and other donations.
2. Proceeds of activities organized by the Society;
3. Membership fees (see article 4).

The income provided by the Society’s funding will be irrevocably and exclusively used for the Society’s purposes as mentioned above in Article 2.

Article 4

Membership eligibility, categories, benefits and fees

Eligible members include:

- Licensed dermatologists
- Licensed podiatrists
- Residents in dermatology
- Graduate medical students

Membership categories & fees structure

CATEGORY	FEES
Active Members	Biennial fee (incorporated in Congress registration fee) rendering a member active
Residents in dermatology / Medical	No fees. Residents and students pay no fees and they have no voting/ electoral

Students	rights.
Honorary Members: persons who have made an outstanding contribution to the field of Nail science and they are admitted upon unanimous vote by the Executive Board.	No fees. Honorary members pay no fees and they have no voting/ electoral rights.

All members of the **European Nail Society (ENS)**, the “**Council for Nail Disorders**” (**CND**), the **Nail Society of India (NSI)** and the **Korean Nail Association (KNA)** are considered ex officio members of the Society, and they pay a reduced biennial fee as decided by the Executive Board. New members (i.e. not belonging to ENS, CND, NSI or KNA) are admitted to the Society if they have at least 1 supporter from the Society. All Active Members have the right to vote during the General Assembly and to stand as a candidate for the Executive Board of the society, provided they have duly fulfilled their financial obligations towards either Society. Residents and medical students are excluded from voting and from the right to stand for election in the Bodies of the Society.

Article 5

Termination of membership

A. Resignation

Members who wish to resign from the society should submit their resignation in writing to the Secretariat, who shall inform the Executive Board. The resignation is effective as of the end of the civil year. Delay of notice is determined at six months, serious reasons exempted.

B. Expulsion

The following will notably constitute grounds for expulsion from the Society:

1. Proven intention to discredit or damage the reputation or the activities of the Society. A proposal for expulsion must be submitted in writing to the Executive Board, accompanied by full and detailed justification. The Executive Board's voting and final decision will be made in secret. The member in question will be sent notification of the decision in writing within two (2) months of its issuance. Should the member in question eventually resign during this procedure, the procedure will be considered as closed and it will not be brought to the attention of the General Assembly. The member in question has a right

of appeal against this decision within two (2) months of receipt of the respective notification. Final decision on the appeal will be made during the next deliberation of the Executive Board; a majority vote is required. Final notification will be sent in writing within two (2) months of the issuance of its decision.

2. Stripping of professional license or academic degree of any member will lead to his/her expulsion from the Society. The decision will be sent to the member in writing within two (2) months of its issuance.

Article 6

Bodies of the Society

The bodies of the Society are:

1. The General Assembly (Members' G.A.)
2. The Executive Board (E.B.)
3. The Auditing Committee (A.C.)

Article 7

General Assembly

The General Assembly (G.A.) is the **Supreme Body** of the Society, which decides on any matter not provided for by the Statute.

The responsibilities of the General Assembly include: **monitoring** the actions of the E.B.; **election** of the Collective bodies of the Society; **ratification** or amendment of the agenda proposed by the E.B.; **decision** to approve or not the action report of the E.B., as well as the financial balance report, outcome and budget; **amendment** of the Society By-Laws, in accordance with the provisions of this Statute.

The G.A. **elects**, with an open vote among its members, its Chairman, who presides its session, as well as a Secretary who keeps its session's minutes. Until the election of the G.A. Chairman, the meeting is presided by the E.B. President or his legal substitute.

Only active members who **have duly paid the fee** of the year preceding the G.A. have the **right to vote and to stand as candidates** for the Society bodies. Residents and Medical Students may attend the G.A. and express an opinion but they have no voting rights.

The G.A. quorum is checked before the election of its Chairman; it is valid for its duration and is established if $\frac{1}{2}$ **plus one** of its financially settled members is

attending. G.A. decisions are made on an "**absolute majority**" of the present members, i.e. **1/2 plus one** of the votes, except in cases where, according to the present Statute and the Law, it is defined otherwise. The G.A. **decides** on any issue on the agenda or put forward for discussion before its session begins, upon proposal of any active/associate member and relevant decision by **1/5 plus one** of attending members.

G.A. **decisions are recorded** in the **G.A. Book of Proceedings** and **signed** by the G.A. Chairman and Secretary. In case of body elections, the proceedings are also signed by four (4) members present, elected by the G.A. with an open vote or secret ballot, to constitute the **Electoral Board**. The Electoral Board carries out all voting procedures and ballot count. On the day of elections, it receives the keys of the G.A. session hall and keeps this area closed; the Electoral Board is subject to any criminal and civil liability in case of the contrary.

G.A. meetings are divided into **ordinary** and **extraordinary**.

a) The General Assemblies, ordinary or extraordinary ones **are chaired** by the President (Chair) of the E.B. or in case he is not able to chair, by the E.B. Vice-President, until the General Assembly votes on the new President and Secretary of the respective G.A.

b) The **duties** of the President of the G.A. are the following: The President declares the commencement of the proceedings of the Assembly if there is a quorum, where the minutes of the previous G.A. are read and which are validated by the G.A. by hand raising and duly signed by the President and the Secretary of the Assembly. Thereafter, the G.A. enters the agenda of the debates on which the President gives the floor to the speakers, as well as to anyone who wishes to receive it, after declaring this, by subscribing to the book of Assemblies which is kept for this purpose.

c) A proposal submitted to the Assembly for discussion or voting shall not be accepted by the President unless it is made in writing by the proposer.

d) The members owe mutual respect during the G.A.s and are recalled in order by the President, but in case of misbehavior, they are deprived of the floor.

Article 8

Ordinary General Assembly

The Ordinary General Assembly are held at the Society's seat, or at any other place ordered by the E.B.

The General Assembly takes place during the **Summit**, and its agenda includes, among others, the following items:

1. A report of activities, a Secretary report, a Treasurer's report, a report of the Communications program.
2. Newly assigned functions
3. New members' admission
4. Statute amendments
5. Approval of recommendations regarding issues presented by the Executive Board

Article 9

Extraordinary General Assembly

The **Extraordinary** G.A.s are convened by the E.B. whenever necessary, or at the request of the Auditing Committee, or one third (1/3) of the E.B. members, or at the request of one fifth (1/5) of the Society's members who have duly paid their annual membership fees. Should the G.A. convene at the request of one third (1/3) of the E.B. members or at the request of one fifth (**1/5**) of the Society's members who have duly paid their annual membership fees, their request is **addressed** to the E.B. President and includes the items of the agenda.

In exceptional circumstances, the President or any member of the Executive Board or any member elected for an office in the Society can call a Special Assembly. The convocation must be announced at least two (2) weeks in advance, followed by a specific agenda for the Assembly. Any items not included in the agenda will not be admitted for discussion.

The E.B. is **obliged** under the provisions of this article to convene an **Extraordinary G.A.** within twenty (20) days from the submission of the request and **not earlier** than in five (5) days.

The Extraordinary G.A. **discusses** the agenda items for which it was convened. Extraordinary G.A.s observe the same procedural and quorum rules as laid for the Ordinary G.A.s.

Article 10

Elections

Elections for the appointment of the bodies of the Society shall be announced by the G.A. within the deadlines set by the Statute. Election costs are borne by the Society. The **Electoral Board**, which is elected by the GA, is **responsible** for the elections procedure. Active members of the Society who have duly paid their membership fees are **entitled to participate and vote** in G.A.s, as well as to elect and be elected in the Society bodies. Honorary Members may attend GAs, but have no voting rights, in accordance with the provisions of **Article 4** of this Statute.

Nominations, in a joint list of candidates, for all bodies of the Society are submitted within fifteen days before the day of the elections, which will take place from July to August. If seven (7) ordinary and five (5) substitute members, i.e. twelve (12) nominations in total, are not covered by the E.B. nominees, nomination may be accepted up to two (2) days before elections date.

Likewise, for the same period of time candidatures will be submitted for the Auditing Committee for three (3) members.

Each voter will have the right to vote up to three (3) candidates for the election of the E.B. members, and one for the election of the Auditing Committee, that is 40% of the representatives to be elected.

The decision to hold the elections shall be posted on the notice board. Simultaneously, invitations should be sent to all active members that have paid their annual fee, and shall indicate the place and time of the elections, as well as the time at which they will be repeated in the case of a non-quorum, which may not be more than fifteen (15) from their initial date. Active members that have paid their annual fee are allowed to vote by correspondence.

Article 11

Executive Board – Consolidation – Duties

The Executive Board consists of eight (8) regular and five (5) substitute members, elected by secret vote of the General Assembly of the Society (active members that have paid their annual fee), with an absolute majority of the present members. One (1) out of the eight (8) regular members is ex officio (Past President) who has no voting right. The E.B.'s term of office is four (4) years, starting from the date of its election, with a right to be re-elected for up to two (2) terms. The elections for its appointment are held every four (4) years, during the Summit. The E.B. is responsible for the implementation of G.A. decisions and operates under a common frame and in accordance with the G.A.s guidelines and decisions. The E.B.

convenes for consolidation to a body no later than seven (7) days from the date of its election. The first E.B. shall be convened by the first in votes member, who shall preside until the election of the President. The E.B. is convened in a body, and, elects by **absolute majority** in a secret vote its President, its First Vice-President, its Secretary and its Treasurer. In case of tie the election is repeated and in case of new tie the election is done by draw. If the E.B. is not constituted in a body within fifteen (15) days at the most, then it is deemed to have automatically resigned, in which case a new G.A. is invoked by the previous Society administration to elect a new E.B.

Any member of the Society that is ex officio or after judicial decision **deprived** of his/her civil rights and for as long as this deprivation is applicable is suspended from the administration of the Society.

Member of the E.B. which is unjustifiably absent from three (3) continuous regular meetings, is deemed resigned and is replaced, following a decision of the E.B. by the first runner-up.

The newly appointed E.B., once consolidated in a body, shall **receive** from the old administration all administrative documents, files, books, stamps, assets, etc. of the Society within a period of eight (**8**) days, drafting a relevant **protocol in duplicate**.

The E.B. deliberates and decides on all matters concerning the Society, in accordance with the Articles of this Statutes and the law applicable, and in particular according to the Law **L. 795/71 G. 1A on Associations**. It **determines and approves** the Budget, in accordance with its internal regulations, and **submits** for approval at the end of its term to the Regular General Assembly, through the Auditing Committee, the balance sheet and its annual financial report.

The President shall have, in addition to the duties provided for by law and this Statute, the following duties:

- convene and direct E.B. meetings, put issues to a vote and announce the opening and closing of E.B. meetings
- represent, together with the Secretary, the society in Courts, in all State Authorities, in all relations of the Society and in matters relating to the management of its property
- sign any outgoing document or announcement
- control and sign first the minutes, as well as prepare the agenda with the Secretary
- sign with the Treasurer payment orders
- ensure the implementation of E.B. decisions and the proper functioning of the

Society.

The **Vice-President** cooperates with the E.B. President to execute all E.B. decisions and lawfully substitutes the President in the event of his absence and assumes him in all his duties.

The **Secretary-General** shall **manage** the Society's Administrative Offices; be responsible for storing the seal, records and books of the Society provided by law; be responsible for the proper drafting of the G.A.'s minutes and for their signature by all members foreseen; sign, along with the President, outgoing documents, arrange for typing texts and issue payment orders; supervise the keeping of the Members' Register and be accountable to the E.B. members for their regular updating. Should the Secretary be prevented from attending, his/her place shall be taken by another member after an E.B. decision.

The E.B. has the competence and duty to handle the activities of the Society, as defined in this Statute. It is subject to the instructions of the Society in such a way that no action can be taken if it is contrary to the activities and purpose of the Society.

The quorum of the E.B. requires the presence of at least four (4) members, including the President, the Secretary and the Treasurer. If there is no quorum, no member of the Board may decide on the Society's articles of association. E.B. decisions shall be taken by a majority vote of its members present, but for cases where this Statute provides otherwise.

E.B. members perform their duties on a voluntary basis. Compensation for personal expenses and travel expenses of E.B. members is not provided.

The E.B. is convened in a body at least once per year, after proper invitation (including the agenda of the meeting) signed by the President and the Treasurer, which shall be sent to all members of the Executive Board at least two (2) months before the meeting of the E.B. The President may call for additional meetings, giving at least two (2) months' notice. An extraordinary meeting of the E.B. may be held upon the written request of at least two (2) members of the E.B. with a reference to the proposed agenda.

The President shall preside at all meetings of the Society and at all meetings of the E.B. The President shall serve for a term of four (4) years and this term of office may be renewed for up to two (2) terms. If the President resigns during his term of office, the Vice-President shall assume presidential duties until the appointment of the next E.B. In this case, the Secretary shall assume the duties of Vice-President.

The Vice-President shall also act in the absence of the President, in which case he/she shall assume his duties.

The Secretary keeps minutes of meetings of the G.A. and of the E.B. He/she informs candidates about the results of the elections. After a discussion with the President, he/she writes and circulates the minutes of the meetings, as well as the agenda and any future appointments.

The Treasurer keeps the accounts of the Society, which are submitted to the E.B. He/she is accountable to the members of the Society during the G.A.. He/she collects members' contributions and distributes money according to the instructions of the E.B.

The E.B. elects the International Representatives.

All members of the E.B. have the right to vote.

The E.B. is elected by the G.A. as described in Article 10 above.

The work of the Executive Board is assisted by a Secretariat Support Office.

Article 12

International Representatives

International Representatives represent all continents in the Society. They are elected by the E.B. among candidates from each country. Their role is to promote the aims of the Society in their own countries and to increase local interest. Their duties and cooperation with the Society are governed by the Internal Rules established by the E.B. and voted by the G.A.

Article 13

Congress on biennial basis

It is the responsibility of the E.B. to organize the Biennial Congress of the Society, called the "**International Nail Summit**" (INS). The time and place of hosting the Congress are submitted to the E.B. for approval. The candidacy shall include a

financial, scientific and organizational proposal. In case of more than one (1) candidate cities to host the Summit, the E.B. decides by voting. Members are notified personally of the date and time of the Congress at least two years in advance, by any means of communication deemed appropriate by the E.B. It is up to each member to notify the Secretariat of any changes in their communication with the Society.

The Society has the exclusive copyright of the “International Nail Summit”. The E.B. is responsible for the Biennial Summit of the Society. It oversees and assists the Local President of the Summit and collaborates with the Local Scientific Committee for the scientific program development. The official language of the Society and its procedures is English.

There is also the possibility of holding additional scientific meetings.

Article 14

Duties of the Treasurer

The treasurer is responsible for both the financial management of the Society and the rest of its movable property. He / she receives, directly, what is attributable to the Society or is available to the Society from any source, upon issuance of triple-copied numbered receipts, sealed and signed by him and the President.

He is accountable and has criminal and civil liability for any loss of money or payment without a warrant or legal documentation. He / she deposits to the Bank all the income (receivables) of the Society and may keep in the petty cash of the Society up to € 500 in full respect of the provisions of this Statute.

He makes withdrawals from the Bank by check or receipt of funds endorsed by the President or his / her legal substitute.

He/she acts on payments for current needs with warrants signed by the President, and the Secretary General, as determined by the E.B.’s decisions.

He submits a brief financial report to the E.B., at any E.B. meeting or at any time requested by the E.B. He/she prepares the past balance sheet and submits it for ratification to the E.B. and then for approval to the G.A., which makes the final

decision. The Society, as a “non-profit association”, is required to hold a VAT number from the competent Tax Office in order to be able to trade with other authorities.

The Treasurer is responsible for the correct keeping and updating of the book of accounts payable and receivable. In case the Treasurer is prevented from doing so, he/she shall be replaced by a member of the E.B., appointed by him/her. However, the positions of Treasurer and President may never be held by the same person. The Treasurer is checked by the E.B. for the good management of the Society's property.

Article 15

Auditing Committee

The Auditing Committee **consists** of three regular members and one (1) substitute, **elected** at the same time and for the same time as the other members of the E.B. **every four years** from the regular G.A.

The Auditing Committee at the first after its election meeting, convened by the majority member within seven (7) days and in case of inertia or denial convened by any other member, **elects** the Head and the Secretary and is obliged to control the Cash Management of the E.B. **regularly** every year, and **extraordinarily** when it deems it necessary. The Auditing Committee shall keep record of the results of this audit in the book of results and submit a report to the G.A. for approval. Members of the Auditing Committee are entitled at any time to audit the books, supporting documents, books and cash of the E.B.

The Auditing Committee is **required** to display during the G.A. a summary report on the management of the Society and is in quorum when all three members are present. In case of an irregularity in the management of the E.B. the Auditing Committee may call for the convergence of the G.A., through the President of the E.B. and if refused by him/her, on its own. The Auditing Committee within the first 10 days of the month of the convening G.A. is obliged to receive the books of the E.B. and must deliver them to its Head for review and preparation of the inspection report. The Auditing Committee keeps a record of Proceedings and Reports, where it records its Audit Proceedings.

Article 16

Statute Amendment – Dissolution of the Society – Duration

An **amendment** to the Society's Articles may occur only by the G.A. of its members and as the law defines. The duration of the Society is **indefinite**.

The Society is **dissolved** by decision of the G.A. and as the law defines.

For the **Statute Amendment**, a G.A. having convened for this purpose may decide and a quorum of 1/2 of its active members is required, who have paid their annual dues, and the decision shall be made by a majority vote of **3 /4** of those present.

For the dissolution of the Society, a G.A. having convened for this purpose may decide and in a quorum of **2/3** of its active members is required. The decision for the Society's dissolution shall be made by a majority vote of 4/5 of its present members who have paid their annual dues and sufficient justification needs to be provided, according to the laws applicable, namely **(L. 795/71 G. 1^A/71) "On Associations"**. In case of dissolution of the Association, its **property** will be **transferred** to foundations, following a decision of the General Assembly.

The present statute, which consists of 16 articles, has been approved by the Society Members' G.A., which convened in Milan-Italy, on June 12th, 2019 and is validated upon approval of the competent Court of the city of Athens.

Milan Italy, June 12th, 2019

Members' signatures

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