

# INTERNATIONAL SOCIETY OF ENDOCRINOLOGY - STATUTES

Approved: 26 October 2021

## ARTICLE I – OBJECTIVES

The Society is the global federation of endocrinology societies integrating all areas of endocrinology and metabolism. The Society's objectives are to promote endocrine and metabolic science, education, practice and advocacy worldwide by supporting endocrine inclusive global health and patient care across the life span; to facilitate collaboration and integration across endocrine organizations and regions by championing emerging endocrine networks, disseminating endocrine education, knowledge and research around the globe, and supporting early career endocrinologists; all working in partnership with member societies and related stakeholders to deliver the vision of optimized life-long health for people with endocrine and metabolic disorders worldwide.

## ARTICLE II – MEMBERSHIP

### 1. Eligibility

Scientific or clinical endocrinology and metabolism societies, related organizations, and individuals from unrepresented countries, in the field of endocrinology and metabolism are eligible to apply for membership subject to approval by the Board. Membership categories, eligibility criteria and the membership dues structure are defined in the Governance Procedures which will be reviewed and updated as needed.

### 2. Admission

Organizations wishing to become a Full Member shall apply as outlined in the Governance Procedures.

Organizations or individuals wishing to join in one of the ancillary member categories will be evaluated by the Board using the eligibility criteria as outlined in the Governance Procedures.

The Board may require any additional information necessary to judge the qualifications of the applicant(s) for membership.

### 3. Termination

Any member (organization or individual) may withdraw from the Society through a written resignation to the Secretary by the end of September that calendar year.

Member status for members (organizations or individuals) may be terminated for failure to pay membership dues; actions harmful to the ISE Vision, Mission, or Values; violation of the Code of Conduct; or behaviour that may harm the reputation of ISE. The procedure for addressing termination of membership shall be set forth in the Governance Procedures.

#### **4. Subscriptions**

Full Member societies shall pay the annual membership fee as per the fee structure outlined in the Governance Procedures and based on the number of individual members in their society which they must declare to the Treasurer annually.

Members from ancillary categories pay an annual fee as defined in the Governance Procedures.

In the event of failure to pay the fee by the date defined in the Governance Procedures, voting rights and membership will be suspended until the fee is received, unless specifically waived.

In special circumstances the fee can be negotiated or waived subject to approval by the Board.

### **ARTICLE III – THE GENERAL ASSEMBLY (GA)**

The General Assembly will consist of one representative (usually the member society President or Chair or his/her designated deputy) of each Full Member society who will also be the point of contact between ISE and that member society.

#### **1. Annual General Meeting (AGM)**

The General Assembly shall meet yearly at a scheduled ISE meeting, at other endocrinology meetings or virtually. The quorum for the AGM will be 25% of those Full Member representatives (or substitutes) of The Society.

At the AGM each voting member society shall have one vote. The vote will be simple majority. The ISE President act as the Chair of the AGM and shall have a casting vote in times of a tie. Members of the General Assembly who do not attend the meeting shall be entitled to vote electronically in advance on matters to be acted on at the AGM. Alternatively, members who do not attend may appoint as proxy the ISE President or another representative to the General Assembly to vote. A member wishing to vote by proxy shall so notify the ISE Executive Director by email not more than thirty (30) and no fewer than seven (7) days prior to the AGM. Electronic and proxy votes count towards quorum for the meeting.

Members from the ancillary categories are invited to participate in the AGM, but have no voting rights.

Board members are observers at the AGM with no vote; however, Board members who are also representatives of Full Member societies will have a vote.

Representatives of member societies should ensure that any other matters they wish to place on the Agenda should be sent to the Executive Office not later than one month prior to the scheduled meeting.

At the discretion of the President, Secretary or Treasurer or at the request of a minimum of one-fourth of the members entitled to a vote on the General Assembly, an Extraordinary General Meeting (EGM) or an electronic vote of the General Assembly may be carried out to decide issues of substance, provided a seven (7) days' notice period is given. Failure of notice to any member shall not invalidate the meeting or any action taken at the meeting. Voting principles will be identical to that of the AGM.

## 2. Powers of the General Assembly

The General Assembly, presided over by the ISE President shall:

- Receive the annual report of the Senior Leadership Team and Executive Office
- Ratify all Board appointments (and terminations), advised by the Board and Nominations Committee
- Ratify the appointment of the President, Secretary and Treasurer, advised by the Board and Nominations Committee
- Ratify terms of reference and appointment of members of the Nominations Committee
- Ratify annual accounts of the society and approve the budget for the next financial year
- Ratify termination of Members (all types and categories)
- Discharge the Senior Leadership Team, Board and Executive Office of their responsibilities for the previous reporting period.
- Approve new or modified statutes
- Propose other powers/authorities to be obtained by the General Assembly
- If applicable, appoint auditors, advised by the Treasurer
- Ratify dissolution of ISE if needed

## ARTICLE IV – THE BOARD

The Board is the governing body of ISE and is accountable to the General Assembly. The Board sets the vision, mission & strategic priorities. It provides oversight and decision-making related to strategic direction, planning and policies that outline the organization's purpose, values, and structure. Further roles and responsibilities are outlined in the Governance Procedures.

### 1. Board composition

The Board shall consist of;

#### Senior Leadership

- President
- Either President-Elect or Immediate Past President (alternate years)
- Secretary, and Secretary-Elect (when occurring)
- Treasurer

#### Board Members

- A limited number of positions for the largest Full Member societies
- Allocated positions for Full Member societies reflecting membership from the Americas, Europe, Middle East, Africa, Asia and Oceania, and serving the strategic direction.
- A limited number of positions for Working Groups
- A limited number of positions from Associate Members
- Other ad hoc positions necessary for implementation of the strategy as determined by the Board

The composition of the Board is defined in the Governance Procedures ensuring fair representation, diversity and opportunity across all member societies. Adequate allocation of positions will be reviewed and updated periodically advised by the Nominations Committee and consistent with the strategic direction of the Society.

Members of the Board shall not be entitled to remuneration but shall be entitled to receive reimbursement of expenses incurred on behalf of the Society and approved by the Treasurer according to established travel policies.

## 2. Board elections

The Nominations Committee will define, subject to Board approval, and oversee the nominations and election process, as outlined in the Governance Procedures. A call for nominations to serve open Board positions will be sent to all eligible members from relevant membership categories. Specific qualifications for Board members to optimize the implementation and fulfilment of the strategic plan will be outlined in the Governance Procedures. Elected Board members shall assume their duties and responsibilities at the conclusion of the AGM.

Each member of the Board shall serve for four cycles (from AGM to AGM), unless elected for a further senior leadership role. In exceptional circumstances a variable term of limited duration can be agreed upon by the Board to ensure leadership continuity.

Membership of the Board is a personal appointment. A position that becomes vacant during term of office can be filled by the Board co-opting someone until the General Assembly ratifies a recommendation or nomination from the Board on the continuation of that seat.

## 3. Removal of Board members

Any Board member may be removed from their position, whenever the best interests of the Society would be served by such removal. The procedure for removal shall be set forth in the Governance Procedures.

## 4. Powers of the Board:

- Manage the business of ISE to fulfil the strategic plan and to forward initiatives for financial stability
- Admission of Members (all types and categories)
- Selection of the Nominations Committee members for ratification by the GA
- Select candidates for Board and Officer positions (with the advice of the Nominations Committee) for ratification by the GA.
- Appointment of the Executive Director
- Make, change, add or withdraw Governance Procedures to enable the proper conduct and management of ISE (the Governance Procedures shall not be inconsistent with or repeal anything contained in the ISE Statutes)
- Define strategy
- Approve of budget and annual accounts for adoption and ratification by the GA
- Approve operational plans and performance monitoring
- Set membership fees
- Set ISE policies
- Risk management (report annually to GA)
- Anything not reserved to the GA.

The Board shall meet as required, at a minimum twice a year, to consider business matters, review progress on strategic aims and approve budgets for the forthcoming year. The quorum for Board meetings will be 50% of Board members in office.

All members of the Board have voting rights on the Board. The vote will be simple majority. The ISE President shall have a casting vote in times of a tie.

At the discretion of the President, Secretary or Treasurer or at the request of a minimum of one-fourth of the members entitled to a vote in the Board, an electronic vote of the Board may be carried out to decide issues of substance.

The Board may create and dissolve Committees, Working or Advisory groups to execute tasks in line with the mission. The terms of reference of such groups and how they operate are defined in the Governance Procedures. It is expected that all Committees, Working or Advisory Groups will include at least one member of the Board.

The Board may also appoint ad hoc Working Groups when deemed necessary for defined time limited projects. The scope, budget and duration of such groups shall be approved by the Board and terms of reference defined in the Governance Procedures.

From time-to-time by resolution the Board can appoint a representative or representatives on behalf of the Society to sign specific contracts, documents and instruments in writing.

## 5. Senior Leadership Team (SLT)

Within the Board, a Senior Leadership Team is elected in order to manage the organization in collaboration with the Executive Director.

The primary function of the SLT is to monitor progress on all society activities in line with strategic priorities and report back to the Board and General Assembly. SLT has oversight of the operations, with budgetary responsibility and delegated authorities from the Board as defined in the Governance Procedures. The SLT prepares an annual report to present at the AGM.

The SLT shall consist of:

- President
- Either President-Elect or Immediate Past President (alternate years)
- Secretary and Secretary-Elect (when occurring)
- Treasurer
- Executive Director (non-voting)

Roles and responsibilities for these positions are included in the Governance Procedures

### 5.1 Term of Office President

The President serves for 2 cycles. In exceptional circumstances a variable term of limited duration can be agreed upon by the Board to ensure leadership continuity.

The President-Elect is selected from among existing Board members by simple majority and serves as President-Elect for 1 cycle prior to assuming the role of President. In exceptional circumstances nominations can be received from/for members outside the current Board, provided this person has leadership experience in ISE and has previously served a Board-level position (either within our outside of ISE).

The outgoing President serves a further cycle as Past-President.

A call for nominations to serve as President will be sent to all Members of the Board. Specific roles and responsibilities for the position are outlined in the Governance Procedures.

Board members, advised by the Nominations Committee will duly vote for their preferred candidate; in the event of a tie the then current President will have a casting vote. The selected President-Elect will be submitted for ratification to the General Assembly.

Elected President shall assume the duties and responsibilities at the conclusion of the AGM. On appointment the President will relinquish their constituency position on the Board for that position to be filled through the nomination process.

## **5.2 Term of Office Secretary and Treasurer**

The Secretary and Treasurer serve for 3 cycles, renewable after a formal election for a second 3-cycle term only (max 6 cycles). In exceptional circumstances a variable term of limited duration can be agreed upon by the Board to ensure leadership continuity.

The Secretary-Elect and Treasurer are selected from among existing Board members by simple majority. The Secretary-Elect serves for 1 cycle prior to assuming the role of Secretary. In exceptional circumstances nominations can be received from/for members outside the current Board, preferably this person has leadership experience in ISE and has served a Board-level position (either within our outside of ISE).

A call for nominations to serve as Secretary-Elect or Treasurer will be sent to all Members of the Board. Specific roles and responsibilities for the position are outlined in the Governance Procedures.

Board members, advised by the Nominations Committee will duly vote for their preferred candidate; in the event of a tie the current President will have a casting vote. The selected Secretary-Elect and/or Treasurer will be submitted for ratification to the General Assembly.

Elected Secretary-Elect and Treasurer shall assume their duties and responsibilities at the conclusion of the AGM. On appointment the Secretary-Elect and Treasurer will relinquish their constituency position on the Board for that position to be filled through the nomination process.

## **ARTICLE V – NOMINATIONS COMMITTEE**

The Nominations Committee comprises of a diverse set of four to five individuals including but not limited to current and past members of the Board, with at least one member of the current Board. They reflect diversity and seniority within the Society leadership and hold a large network in the field of Endocrinology. External advisors can be invited as non-voting members of the Nominations Committee. Members of the Nominations Committee are selected by the Board for ratification by the GA. The term of office is a maximum of 2 cycles and is renewable 1 time.

The Nominations Committee is accountable to the Board.

Mandate of the Nominations Committee:

- To regularly review, in cooperation with the Board, the structure, size and required composition (including skills, knowledge, specialty, experience, geography and diversity) of the Board and make recommendations for change.
- To define candidate profiles for Board nominations, including characteristics, skills, and experience of particular value for the Board.
- To be responsible for soliciting and reviewing nominations for Board positions.
- To evaluate nominations received and provide the Board and GA, as appropriate, with summaries of nominees' qualified applications and make a recommendation for selection and ratification.

The nominations and elections process is defined in the Governance Procedures.

In case necessary, the Nominations Committee will also serve as the Society's Ethics Committee.

## **ARTICLE VI – AMENDMENTS**

Statutes of the Society may be enacted, repealed or amended by an affirmative vote of at least two-thirds of the members of the General Assembly voting at any AGM, EGM or electronically, provided that proposals for the statutes to be enacted, repealed or amended are distributed by the Executive Office to the representatives on the General Assembly at least one month prior to the meeting at which they are to be considered.

## **ARTICLE VII – DISSOLUTION**

Dissolution shall be proposed, processed, and voted upon in a manner identical to that stipulated for Amendments, whereby quorum will be two-thirds of the members of the General Assembly. In the case of dissolution of the Society, the Board shall dispose of all net assets of the society exclusively to such organization(s) which are organized and operated exclusively for charitable or educational purposes.