Governance Procedures - As referred to in Statutes 5 June 2025

1. Membership

Categories

a. Full Members (voting)

- National Endocrinology and Metabolism member-based Societies
- Other member-based national scientific or clinical organizations significantly involved with endocrinology, e.g. sub-specialties

There can be more than one Full Member from a country.

b. Ancillary Member Categories (non-voting)

Associate Members

- Individuals from countries of which the national endocrinology society is not a member of ISE, or where there is no national endocrinology society, can join ISE as non-voting Associate Members.

Candidate Societies

- A group of individuals or an embryonic national endocrinology society can apply to be a Candidate Society working towards full National Endocrinology Society status, subject to meeting specific eligibility criteria. ISE may support the formation efforts of the candidate society in meeting the full member eligibility criteria.

Regional Partners

- Regional endocrinology federations can join as Regional Partners. Memoranda of Understanding (MoUs) will formalize the relationship with these regional endocrinology federations.

Affiliate Members

- Any organization (national, regional or global) which subscribes to the ISE Vision can join as an Affiliate Member. Memoranda of Understanding (MoUs) will formalize the relationship with these affiliated member organizations.

Admission

Organizations wishing to become a Full Member shall apply to the Board by completing the Society's official membership application form in English accompanied by a copy of the society's constitution, a summary of its background, objectives and the organizational structure.

Eligibility criteria

All member organizations:

- Are member-based societies, legally incorporated and/or registered with a relevant national authority as a not for profit organization with a suitable governing document *(except Candidate Societies)*
- Are independent of, and institutionally separated from, government, political parties and private companies and operating in a transparent manner
- Involve voluntary participation, which includes having a committed Board of Trustees/Directors
- Keep accurate annual records of its income, expenditure and assets, open for inspection by an independent auditor and available to ISE

- Acknowledge the active support of, and willingness to participate in, the fulfilment of ISE's Strategy, Vision and Mission
- Accept and abide by the ISE Statutes, Values and Code of Conduct (to be developed)
- Adhere to the guiding principles and practices within ISE's Fundraising Policy and have in place its own policy to clarify interaction with the healthcare industry in order to maintain independence
- Make a contribution to ISE's annual budget through the payment of membership dues *(except Candidate Societies, Regional Partners and Affiliate Members)*

Additional eligibility criteria for Candidate Societies:

- A group of minimum 10 healthcare professionals in the field of endocrinology or any of its sub-specialties driven by science and patient care for people with endocrine and metabolic disorders
- With the aim to become a national scientific endocrinology society conducting at least one of the following activities:
    - organise programs at national level to advance research, continuing medical education and clinical practice in endocrinology
    - facilitate career development and networking opportunities for emerging endocrinologists within the specified country
    - advocate and engage in influencing national policy for endocrine inclusive health and patient care across the life spam
- Being separate from any existing ISE member organization, with no substantial number of shared members.
- Committing to communicate, network and collaborate with existing or potential ISE member organizations worldwide.

Membership dues

Full Members (voting)

- The membership fee for societies is a fee per individual member in the society. The fee is dependent on the World Bank income classifications for the country of the society as below:
    - High income countries – 3 USD/member (For societies with more than 3000 members, the fee for any member beyond 3000 will be at 2 USD per individual member)
    - Upper middle income countries – 2.50 USD/member (For societies with more than 3000 members, the fee for any member beyond 3000 will be at 1.70 USD per individual member)
    - Low & Lower middle income countries – 1.50 USD/member (For societies with more than 3000 members, the fee for any member beyond 3000 will be at 1 USD per individual member)
- Member societies shall inform ISE of the number of individual members by 30 November, based on which the fee for the following year will be invoiced by December 31st.
- Membership fee payment is due by 31 March. Voting rights will be suspended by 30 June. Membership will be terminated by 30 September.
- A request for reduced or waived membership fees due to significant hardship will be reviewed by the Finance Working Group for approval by the Board.

Ancillary member categories (non-voting)

The following membership fees apply for ancillary members

- Associate Members:

    - 25 USD per associate per year for members from low and lower middle income countries.
    - 50 USD per associate per year for members from upper middle and high-income countries.
- Candidate Societies: no fee until the society is officially incorporated in their country and joins ISE as a Full Member.
- Regional Partners: no fee, instead an annual MOU will be agreed
- Affiliate Members: no fee, instead an annual MOU will be agreed

For new members joining from 1 October onwards, the membership fee payment will be due as per the new calendar year.

Termination of Membership

A complaint against a member alleging grounds for termination as set forth in the Bylaws may be submitted in writing by any member or member representative to the Senior Leadership Team. If the Senior Leadership Team, in consultation with the Board determines that the complaint is sufficiently credible and substantive to warrant consideration, the Senior Leadership Team will forward the complaint the Ethics Committee.

The member will be given written notice of the complaint, ideally within six weeks from receipt of the complaint, including alleged grounds for expulsion, and will have an opportunity to be heard through a written submission or hearing by the Ethics Committee. The Ethics Committee will issue a written report with its findings, conclusions, and recommendation to the General Assembly. The General Assembly will consider the charges, the response of the member, and the report and recommendation of the Ethics Committee. The member and/or their personal representative may appear at the meeting where a decision will be made in order to present any defense. A two-thirds vote of the members of the General Assembly voting at the meeting is required to terminate the membership. No proxy or electronic voting is allowed. All rights, privileges, and interests as a member in the Society cease upon termination of membership.

2. Board Composition

The Nominations Committee will review and advise on changes in board composition as necessary in view of balanced member representation and strategic direction.

Composition of the board will:

- be between 15 and 20 members, allowing for proper geographical representation of the membership, yet concise enough to be efficient;
- ensure reasonable regional representation, diversity (in all its aspects) and opportunity across all members;
- be comprised of:

Senior Leadership

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

Board Members

- One designated Board position each for the three largest Full Member societies with a minimum of 3000 individual members

- Allocated positions for Full Member societies reflecting the individual membership representation for the current Society year , distributed over the following regions:
  - North-America (excluding Mexico)
  - Latin-America (including Mexico)
  - Europe
  - Middle East
  - Africa
  - South Asia
  - South-East Asia
  - East Asia
  - Oceania

  Following guidance will be taken into consideration:
  - Ensure at least one Board position from each region
  - Avoid more than one Board position per member society in the first round of the Board election process, with the exception of societies that hold a designated position; they could have up to two positions.
  - Senior Leadership positions count towards the regional quota and the maximum number of seats per country.
- A limited number of positions for Working Groups
- Strategically allocated positions (beyond the regional allocation) can be co-opted by the Board either during elections, or throughout the Society year to be ratified at the next AGM

Board members have in principle Board position terms of 4 cycles (from AGM to AGM), allowing flexibility to ascertain no more than one third of Board members roll off at any given time. Extension of Board members' terms remains exceptional and available only after the regional allocation has been concluded. The term of extension is one year rolling.

Roles and Responsibilities

ISE Board members are expected to be leaders in their field and benefit from a significant international network and reputation. They will have an international outlook and a strong sense of diplomacy. Once appointed the Board member is a representative of ISE and acts in the best interest of ISE.

Any Board member having any pre-existing or potential conflict of interest, whether personally, professionally, or through another leadership commitment, in a contract or other transaction presented to the Board shall give prompt, full and frank disclosure of his or her interest prior to its acting on such contract or transaction.

If a conflict is deemed to exist, such person shall not vote on, nor participate (other than to present factual information or to respond to questions) in the discussions or deliberations with respect to, such contact, transaction or determination. Such person may not be counted in determining the existence of a quorum at any meeting where the contract, transaction, or determination is under discussion or is being voted upon. The minutes of the meeting shall reflect the disclosure made, the vote thereon and, where applicable the abstention from voting and participation, and whether a quorum was present.

Members will be expected to be ISE ambassadors, be promotors of ISE within their community and play active roles in permanent and/or ad-hoc Committees, Working or Advisory Groups.

Board members are expected to attend at least 2/3rd of the Board meetings held in-person or virtually in any society year, as well as the annual AGM. Board members may also be required to vote or provide electronic feedback on business matters raised by the Senior Leadership Team/Executive Office in a timely manner.

Removal
The Senior Leadership Team may, by majority vote, propose to remove any member of the Board in the best interests of the Society. The Board member will be given written notice, including the alleged grounds for removal, and given the opportunity to respond to the allegations. The Board will, after the response time frame for the Board member has ended, issue a written report with its findings, conclusions, and recommendation to the General Assembly. The General Assembly will consider the charges, the response of the Board member, and the report and recommendation of the Board. The Board member and/or their personal representative may appear at the meeting where a decision will be made in order to present any defence. A two-thirds vote of the members of the General Assembly voting at the meeting is required for removal. No proxy or electronic voting is allowed. All rights, privileges, and interest as a Board member will cease upon removal.

3. Nominations and Election Process

Senior Leadership
- Based on the recommended Board composition and leadership rotation of the President, Secretary and Treasurer, the Nominations Committee will issue a call for nominations to all current Board members.
- Candidates who submit their nomination for a Senior Leadership position are encouraged to submit their CV and an overview of previous leadership experience, a motivation statement and names of at least 3 (three) members supporting their candidacy including acknowledgement of the national/regional society they are a member of (if applicable)
- Nominations will be received by the Nominations Committee for review and evaluation based on skills and experiences sought. The Nominations Committee may request additional information or set up a personal interview.
- If a member of the Nominations Committee applies for a Senior Leadership position they will refrain from involvement in the review and evaluation process for Senior Leadership positions.
- The Nominations Committee will submit a complete report of all candidate profiles with recommendations to the Board.
- Should an open Senior Leadership position be filled with a candidate from within the Senior Leadership team, then a second round of elections will be called for to fill the vacated position.
- The Board will select their preferred candidates by simple majority vote. In the event of a tie the current President will have a casting vote.
- The elected slate of new members of the Senior Leadership Team will be submitted to the General Assembly for ratification.

Board positions
- Based on the recommended Board composition and subsequent vacancies, the Nominations Committee will issue a call for nominations to all eligible members from relevant membership categories, including the call for strategic Board positions.
- If a shortage of regional interest is expected or where strategic positions are desired, a proactive personal outreach should be done from the ISE President to the respective societies' leadership.
- Multiple nominations can be submitted by Full Member societies, Associate Members, Regional Partners and other members from ancillary membership categories.

- Candidates must be a member of a current ISE Full Member society whose fees are not waived, or be an Associate Member.
- Board member qualifications:
    - Sufficient previous involvement and knowledge of ISE
    - Previous leadership experience
    - Commitment to the association's Vision and Mission
    - Dedication to a sustainable future of ISE
    - Interest in the dissemination of endocrine education, knowledge and research worldwide.
    - Supporting the purpose of building capacity in underserved areas
    - Strong leadership skills and be open to change, new ideas and diverse perspectives
    - Approachable personal attributes and style
    - Impeccable professional references
    - Subscribe to the Society's Values and Code of Conduct
- Candidates who submit their nomination for a Board position are encouraged to submit their CV and an overview of previous leadership experience, a motivation statement and names of at least 3 (three) members supporting their candidacy including acknowledgement of the national/regional society they are a member of (if applicable)
- Nominations will be received by the Nominations Committee for review and evaluation based on skills and experiences sought. The Nominations Committee may request additional information or set up a personal interview.
- The Nominations Committee will submit a complete report of all candidate profiles with recommendations to the Board
- The election process will take place in 2 rounds:
    - Round 1 focusses on filling the regional positions, taking into account the result of the SLT elections.
    - Based on the regional quota and strategic direction, the Board members' extension requests and the strategic positions will be defined.
    - If deemed necessary and appropriate these additional seats could be above-quota (regional as well as country-quota)
    - If in round 1 the regional quota has not been reached, then in round 2 the open positions can be allocated to other regions as well.
- The Board will select their preferred candidates by simple majority vote. In the event of a tie the current President will have a casting vote.
- The elected slate of new Board members will be submitted to the General Assembly for ratification.

4. Committees, Working Groups and Advisory Groups

Current Working Groups of the Society are:
- Finance Working Group – ToR to be drafted
- Education Working Group – ToR linked here
- Advocacy Working Group – Dormant
- Early Career Working Group – ToR linked here
- Nominations Committee – ToR linked here

5. Senior Leadership Team (SLT)

The Board delegates its duties, powers and authority in managing the association activities to the Senior Leadership team, including the delegation of financial matters

to the Finance Working Group under leadership of the Treasurer. Excepted are those activities involving:

- Define strategy
- Selection of candidates to a leadership position (SLT, Board, Nominations Committee, Executive Director)
- Approval of budget and annual accounts
- Setting membership fees and the admission of Members
- Change Governance Procedures and Policies.

SLT will report on progress and decisions related to the management of association activities and other business matters at the regular board meetings.

Roles and Responsibilities

<u>President</u>
The primary function of the President is to act as ambassador and figurehead for ISE and oversee the development and implementation of strategic aims. The duties include:

- Preside over Board meetings
- Preside over the AGM
- Present President report at the AGM
- Hold the casting vote in the event of a split decision
- Hold an Ex-officio seat in Committees, Working Groups and Advisory Groups
- Official signatory
- Support for Executive Director (President undertakes Performance & Development Review)

<u>Secretary</u>
The primary function of the Secretary is to oversee the implementation of strategic programs as well as the office operations of the society.
The duties include:

- Participate in oversight and prioritization of strategic aims as a senior member of the Board
- Oversee Nominations Committee and election process
- Oversee activity and progress on objectives of Committees, Working Groups and Advisory Groups
- Hold an Ex-officio seat in Committees, Working Groups, Advisory Groups
- Custodian of the corporate seal of the Society, care of the Executive Office
- Act as academic point of contact for members through the Executive Office
- Carry out the President's functions in his/her absence when a President-Elect is not in place. In the event of the resignation, death or disability (as determined by the Board) of the President, and no President-Elect is in place, the Secretary shall serve as the President until the election of a new President.

<u>Treasurer</u>
The primary function of the Treasurer is to oversee the finances of the society.
The duties include:

- Participate in oversight and prioritization of strategic aims as a senior member of the Board
- As the Treasurer of the Society, receive annual fees from members and manage the Society's accounts;
- Oversee all fiscal responsibilities and management of investment portfolio
- Official signatory for checks or any major banking transactions
- Present financial report at the AGM
- Chair the Finance Working Group.

- Hold an Ex-officio seat in Committees, Working Groups, Advisory Groups

The Board will nominate a deputy Treasurer from within the Board to carry out the function in absence of the Treasurer. A deputy Secretary will be nominated when a Secretary -Elect is not in place. In the event of the resignation, death or disability (as determined by the Board) of the Secretary/Treasurer, this deputy, or the Secretary-Elect if in place, shall serve as the Secretary/Treasurer until the election of a new Secretary/Treasurer.

Executive Director

The primary function of the Executive Director is to act as management lead for the organization, plan, organize and coordinate the society's operations and strategic priorities.

The duties include:

- Guide the Board in determining Strategy and advise on Governance matters
- Develop and roll out an operational plan to achieve set objectives and ensure growth and stability of the society
- Oversee achievements of Committees, Working and Advisory Groups
- Establish engaging communication with members, external stakeholders, suppliers and the general public
- Develop effective marketing and public relations strategies
- Manage contracting and supplier relations to ensure most effective contract terms and delivery of contracted services
- Prepare the Society's annual report
- Financial management, including annual accounts and tax returns
- Direct the implementation of policies and procedures to ensure the society complies with all statutory regulations

6. Other

ISE will use English as its official language of communication.