



Articles of Association

Contents1

1. Definitions and Interpretation	2 - 3
2. Article I Foundation, Name and Establishment.....	3
3. Article 2 Registered Office	3
4. Article 3 Objectives	3
5. Article 4 Respect for local laws and regulations	3
6. Article 5 Membership	4 - 6
i) Types of Membership	4
ii) Membership Application and Approval process	4
iii) Cessation of membership, including suspension and resignation	4 - 6
iv) Voting Rights And Appointment Of Proxies	5- 6
7. Article 6 Accounts	6
8. Article 7 Board of Directors	6-7
9. Article 8 The Capacities of the Board of Directors.....	7
10. Article 9 Meetings, Notice, Quorum and Voting of the Board of Directors.....	7
11. Article 10 Vacancies at the Board of Directors	7
12. Article 11 Resignations	8
13. Article 12 Meetings	8 - 10
i) Annual General Meeting	8
ii) Extraordinary Assemblies	8
iii) Notice.....	9
iv) Quorum and Resolutions.....	9
v) Minutes of Assembly Meetings.....	9
vi) Amendment to the constitution.....	9 - 10
14. Article 13 Internal Regulations and By-laws	10
15. Article 14 Dissolution of the Group	10
16. Article 15: Constitution Registration.....	10



DEFINITIONS AND INTERPRETATION

In these Articles of Association, the following words shall have the following meanings unless the context otherwise requires:

"Articles of Association" mean the Articles approved by the Dubai Government and the steering committee of The Middle East International Dermatology & Aesthetic Medicine (MEIDAM) Association

"MEIDAM Association" means a "Middle East International Dermatology & Aesthetic Medicine " MEIDAM" Association, a Non Profit Organization in UAE or any part of the world.

"Association" means The Middle East International Dermatology & Aesthetic Medicine (MEIDAM) Association

"By-laws" means the rules and regulations made by the board and the by-laws of the Dubai Government.

"Dubai" means the Emirate of Dubai in the United Arab Emirates.

"Working days" means any other day other than Saturday, Sunday or declared a public holiday in the United Arab Emirates

"Month" means a calendar month.

"President" means the appointed president of the Steering Committee.

"Board of Directors" means the Board of Members who are administered by the steering committee of the MEIDAM Association, pursuant to Article (7).

"Members" means an individuals admitted by the Association as identified in Article (5)

"Membership" means members admitted by the Association through the registration process of the Association in accordance with the articles.

"Membership Fees" means the individual Membership Fee or the International Membership Fee, as appropriate and whose membership has not ceased or lapsed.

"Annual General Meeting" means the meeting of the Members which is held annually to decide certain key matters pursuant to Article (12.1)

"Quorum" means a group of two thirds.

"Steering committee" means those persons appointed pursuant to these articles of association.

"MENA" means Middle East, North Africa Region

"Annual Report" means the report summarizing the activities and events conducted by the MEIDAM Association during the previous Membership Year which is prepared by the Board of Directors and put to Members at the Annual General Meeting

"Resolution" means a resolution passed by a vote of the Members pursuant to Article (12.4).

"UAE" means the United Arab Emirates.



Article 1: Foundation, Name and Establishment

There shall be established in the Emirate of Dubai, United Arab Emirate a Middle East International Dermatology & Aesthetic Medicine (hereinafter referred to as "MEIDAM Association"). It is **a voluntary, non-for-profit, non-religious and non-political association**, operating worldwide and will have its registered office in Dubai. The MEIDAM Association shall function under the umbrella of Dubai Government.

These Articles of Association regulate basic aspects of MEIDAM Association as its objectives, membership, financing, meetings, voting rights and administration.

The purpose of the association is to:

- a) To promote, protect and advance the interests of its members and that of the dermatology and medical sciences.
- b) To promote the public perception of the Association and advance the interests of the dermatology and medical sciences.

Article 2: Registered office

The Group shall have the premises of its registered office in the Emirate of Dubai.

Article 3: Objectives

- To promote MEIDAM Association interests worldwide.
- To encourage advancement of dermatology care and sciences through educational activities and other initiatives.
- To offer MEIDAM Associations' Members a platform to exchange information and experiences and to communicate and interact with public and private entities and individuals in the by the Association by means of meetings, gatherings, seminars, conferences, receptions, and any other events
- To encourage mutual awareness and exchange of information
- To organize events to reinforce and improve the image of MEIDAM Association in the region.
- To contribute to dermatological scientific research & development, innovation, continuing education, professional development, patient care and patient advocacy through Collaboration and Networking and promoting comprehensive skin health.

Article 4: Respect for local laws and regulations

The association shall not engage or participate in any political activity.

The association is construed and bound by the governing laws and regulations of the Emirate of Dubai and the United Arab Emirates.



Article 5: Membership

Dermatology practitioners from all over the world may apply for membership of the MEIDAM Association. The members should have good standing reputation and has never received any penalty judgment restricting his/her freedom such as serious crime or a misdemeanour breach moral turpitude and dishonesty, unless he/she has been rehabilitated.

5.1 Types of Membership:

A. Individual Membership: Any dermatology professional from around the globe, who are interested in sharing the MEIDAM Association objectives pursuant to Article (3).

- i) Individual Members shall pay the individual Membership Fee as established at the time of the application as the membership fees may be revised from time to time.
- ii) An individual Member shall have one (1) vote. Individual members will receive notification to attend and vote for any general meetings of the association.
- iii) Individual membership shall not be assignable.
- iv) Individual members are entitled to be admitted to the role of board of directors under the directives of the steering committee and the bylaws of the association.
- v) Be entitled to receive invitations to activities of the association information as distributed by the association.

B. Honorary Members or Personalities:

- i) Honorary Members includes renowned personalities that the Board of Directors may decide by majority vote that are appropriate to be invited to join the MEIDAM Association as Honorary Members in recognition for their distinguished services or attainments in the field of dermatology.
- ii) Members under this Category are exempted from paying any Membership fee.
- iii) Honorary members will not have any voting rights

The Board may from time-to-time review and determine additional requirements for admission as a Member for any of the above categories.

5.2. Membership Application and Approval process:

- i) Complete the application form through submission via website
- ii) Reviewed administratively for approval by membership committee pursuant to the by laws of the association
- i) Announcement of new members
- ii) Once the application of Membership is approved and the Membership Fees paid, the Membership will be valid for a period of one (1) year renewable for subsequent yearly periods upon payment of the yearly Membership Fees as directed under the articles of association.

5.3 Cessation of membership, including suspension and resignation

- i) A Member can resign by giving written notice to the Board of Directors. All obligations that were due in the year of resignation will need to be fulfilled.
- ii) If any of the Members whether in Annual General Meeting or an Extraordinary



- Meeting considers that the conduct of one (1) of the Members is injurious to the objectives and interest of the MEIDAM Association, the Board of Directors shall, upon passing of resolution of Members, advise in writing to that Member to resign. The quorum and majority required by the Meeting to adopt such resolution will be as established in Article (12.4)
- iii) If that Member does not present his resignation within two (2) weeks from the written notice, the Board of Directors has the right to decide the cancellation of such Membership by majority vote.
 - iv) The cancelled Membership may be re-instated if the Board of Directors, at its discretion and by majority vote, decides that there are reasons to believe that the situation or conduct that gave rise to the resignation or cancellation will be corrected.
 - v) The member has been subject to a determination by a regulatory body that his or her fitness to practice as a member of that profession is impaired and therefore, he or she is removed from that body's register.
 - vi) Representative Council judges, after due inquiry, the member to have behaved in a manner prejudicial to the welfare or good name of the association.
 - vii) A member shall not be dismissed from membership of the association without being given the right to attend and be heard by the Council.
 - Viii) Failure to pay dues despite being notified twice and then his membership will be suspended and if still failed to pay the dues after one month he will cease to be a member.
 - ix) Anyone who has ceased to be a Member, for whatever reason, shall no longer be entitled to any of the privileges of membership.

The Membership of any Member may be cancelled, ceased or terminated at any time through a decision of the Board of Directors taken in the following cases:

- a) Death.
- b) If the Member becomes incapacitated or becomes disabled in a way that does not allow him/her to fulfil his/her duties as a Member.
- c) If the Member is convicted of any crime involving his honesty and integrity.
- d) If the Member declares his bankruptcy or ceased to pay his debts, even if it is not accompanied by declaring his bankruptcy.
- e) Cessation of legal status of the MEIDAM Association.
- f) Dissolution of the legal entity of the Member.
- g) Non-payment of Membership fees.
- h) If the Member does not abide by his/her obligations, general principles of good faith, code of conduct, confidentiality, and non-conflict of interest.

5.4 Voting Rights and Appointment of Proxies

- i) Only active individual members will have the rights to vote at Annual General Meetings and at all Ordinary and Extraordinary Meetings
- ii) Individual Member cannot appoint any Individual to proxy vote instead of them.



Members will have the following rights:

- i) to receive notices of and to attend General Meetings
- j) to have access to the minutes of General Meetings and other documents of relevance the association deems necessary such as annual progress reports for e.g. The rights of a Member are non-transferrable, and all rights ceases upon termination of membership. Members shall follow the code of conduct in accordance with the by laws and the Articles of the association.

Article 6: Accounts

The steering committee shall appoint a professional auditor to audit the accounts of the association. The steering committee shall present the annual financial report made to date not more than five months before the date of the meeting, before each annual general meeting. The steering committee must follow the decisions and votes of the members at the Annual General Assembly regarding the expenditure of revenues.

The steering committee must provide account disbursements through Provisional Quarterly Reports and the Annual Statement of Receipts and Disbursement. The utilization of credit balances shall be decided only after having received the opinions of Members that vote at the annual General Assembly.

Copy of the association approved annual balance sheet shall be deposited with the Dubai Government.

Article 7: Board Of Directors

The Board of Directors mandate and composition

- i) The MEIDAM Association will have the Board of Directors composed of **six (6)** Steering Committee Members and **twelve (12)** directors, a total of up to 18 Board of Directors.
- ii) The steering committee appoints the sitting President/Chairman, the General Secretary & Treasurer, General Director International Scientific collaboration, General Director of Scientific Programs, General Supervisor of Humanitarian Programs, and the Youth Ambassador & Research Coordinator.
- iii) The Steering Committee then appoints the 12 directors from within the region.
- iv) The steering committee reserves the right to appoint the 12 directors from within the region.
- v) The steering committee will establish by laws from time to time to review and update the articles mandate on the board of directors' selection process

The Board of Directors may meet up to two times in one calendar year, before the annual General Assembly, on the summoning by the Chairperson President and/or by at least a third of its members with the right to vote.

The steering committee cannot legislate without the presence of a minimum of 4 members having the right to vote.

The resolutions are valid with the simple majority of votes and, in case of parity; the vote by the President/Chairman is decisive.



During the Launch of the General Assembly, the steering Committee were appointed by founding members by ballot and then nominated the chairs for the steering committee as below:

- i) The President/Chairman
- ii) The General Secretary & Treasurer
- iii) The General Director International Scientific collaboration
- iv) The General Director of Scientific Programs
- v) General Supervisor of Humanitarian Programs
- vi) Youth Ambassador & Research Coordinator

Article 8: The Capacities of the Board of Directors

The President/ Chairman shall chair the General Assemblies and the board meetings. The Secretary General & Treasurer shall chair all General assemblies and the board meetings in case of the President's absence.

The Board of Directors will be responsible for the following activities:

- i) Preparation of Annual Reports on the activities undertaken by the MEIDAM Association during the finished Fiscal years for presentation to the Annual General Meeting.
- ii) Preparation of Annual Reports on planned activities for the coming year for presentation to the Annual General Meeting.
- iii) Preparation of the Annual Accounts for presentation to the Annual General Meeting.
- iv) Preparation of the Annual Budget for presentation to the Annual General Meeting

Article 9: Meetings, Notice, Quorum and Voting of the Board of Directors

- i) Board of Directors will meet upon summoning by its President and in any case not less than once a month.
- ii) The Board of Directors can by its own initiative, invite to its Meetings and deliberations any Members of the MEIDAM Association who are not part of the Board of Directors. Notice containing the time and location of the Board of the Director's Meetings shall be sent to all eighteen (18) Members at least Ten (10) days prior to the meeting.
- iii) The steering committee may deliberate and adopt resolutions only if ten (10) Members out of its eleven (18) Members are present.
- iv) The Board of Directors will adopt its resolutions by simple majority vote of the present Members and the Chairman will have casting vote.

Articles 10: Vacancies at the Board of Directors

If for any reason, a Member of the Board of Directors withdraws from the membership or unable to serve a full year or misses three (3) consecutive Meetings; the Board of Directors may fill this vacancy by co-opting another MEIDAM Association Member on the Board of Directors until election of the Board of Directors at the next Annual General Meeting.



Article 11: Resignations

In case of resignations by one member of the Board of Directors, the same will be replaced by co-opting a candidate for the remaining duration of the nomination period of the Board.

This procedure will not be applicable should four or more members of the steering committee resign during the calendar year. In this case, the Steering committee must resign and new elections will be called within three weeks from the date of the last resignation. The new Steering committee will remain in charge for the remaining period of the mandate.

The next Annual General Meeting shall confirm the nomination of the co-opted new members with the understanding that, even before the official statement takes place, they will be allowed to participate in The Representative Committee' management activities and voting.

Article 12: Meetings

12.1. Annual General Meeting:

An Annual General Meeting shall be held.

The president of the steering committee or a nominated member of steering committee may convene a general meeting of the association. General meetings may also be convened by the Secretary of the requisition by a majority of members of the steering committee or on the requisition of two-thirds of the Members.

A twenty-one (21) days' notice specifying the place, day and the hour of the meeting is to be provided to members. An Annual General Meeting shall be held every year during the annual conference and the following issues will be dealt with and decided at the Annual General Meeting:

The Annual General Meeting shall consider the following topics:

- i) Presentation of the MEIDAM Association Annual Report of activities and events related to the previous year
- ii) A financial report of activities by the steering committee and Auditors
- iii) The election of Members of the Board of Directors when/if applicable
- iv) The discussion, outline and approval of MEIDAM Association planned activities for the coming year
- v) Other miscellaneous matters of relevance that the Board of Directors may propose.
- vi) Other miscellaneous matters of relevance that 51% of the Members may propose.

An agenda of the meeting including any special business, if any, must be sent to members no less than 7 days before the Annual General Meeting. Any matters outside the above topics will be considered a special topic.

12.2. Extraordinary General Meeting:

Extraordinary General Meetings can be called if matters of importance to the MEIDAM Association arise which require the Members to vote.



Extraordinary general meetings can only be called by the Board of Directors through the president by written request. The Board of Directors of at least 51% of the Members explaining the reasons for such a request.

Only proposals and issues placed on the Meeting agenda will be discussed at Extraordinary General Meetings as below;

- i) Budget revisions out of the annual General Assembly
- ii) Revision of Statute and By-law
- iii) Rules and regulations for Members' Admissions
- iv) Action towards members
- v) Dissolution of the Group

The summoning of Extraordinary Assemblies is notified to all the Members of the Association at least three weeks in advance together with the agenda. An Extraordinary Assembly can debate only on what is already inserted in the agenda.

12.3. Notice

- i) Notice of the Annual General Meeting with an agenda attached and information regarding the date and location for the said Meeting will be sent by the president of the MEIDAM Association to all Members registered with the MEIDAM Association at least three (3) weeks prior to the meeting.
- ii) Members shall be responsible for the accuracy of the contact details given to the Board of Directors when applying for Membership and shall keep the Board of Directors informed of any variation in their contact details. Non-receipt of the notice by any Member shall not invalidate the proceedings of the Meeting.

12.4. Quorum and Resolutions

The Annual General Assembly quorum for the validity of the Assembly and its decisions is reached by the presence of at least 75 % of the Members with the right to vote. Should the quorum not be reached, the General Assembly will be suspended, and a second session called. The quorum required for the second called Annual General Assembly will be at least 50% of the Members with the right to vote. The proposals and resolutions will be approved by the simple majority of votes by Members having the right to vote that are present or are represented in the Assembly unless otherwise specified by this Statute on specific issues.

Should the quorum not be reached even after the second call, the Annual General Assembly shall be summoned again, with the same rules, after a week period. Resolutions shall then be approved with the simple relative majority of votes unless otherwise specified by this Statute.

Quorum and voting pertaining all other kinds of Assemblies are ruled under the by-law.

12.5. Minutes of Assembly Meetings

Minutes of Assemblies will be written only in English and signed by the President and the General Secretary for distribution to all Members that request for them. A copy shall be forwarded to the DCCI.

12.6. Amendment to the constitution



This constitution can only be amended by an Extraordinary Assembly, duly summoned for this purpose. Any modification shall be approved by a majority of at least 75 % of the Members with the right to vote. Should the quorum not be reached at the first call, the Extraordinary Assembly shall be summoned again, with the same rules.

Resolutions shall be approved by a majority of two-thirds of the present votes.

Article 13: Internal Regulations and By-laws

The Internal Regulations and By-laws shall be established by the steering Committee. and cannot conflict with this Constitution and the Laws and Regulations prevailing in the United Arab Emirates. The Internal Regulations and By-laws shall regulate what is not included in the present Articles of Association. The Internal Regulations and By-laws can be modified by the steering Committee but must be ratified through an Extraordinary Assembly, by an absolute majority of the Board Members.

Article 14: Dissolution of the Group

The Group shall not be dissolved other than through an Extraordinary Assembly summoned exclusively for this purpose, whereby the majority of at least two-thirds of the Members with the right to vote shall approve such dissolution. Should the quorum not be reached, the Extraordinary Assembly shall be summoned again within three weeks. The resolution shall then be adopted with a simple majority.

Should the Groups dissolution be approved, the Extraordinary Assembly shall nominate one or more liquidators that, under the supervision of the Dubai Government will take care of the selling off of all assets. The net assets will be donated to one or more charitable organizations in the Dubai Government and/or in the United Arab Emirates.

Article 15: Constitution Registration

The present Articles of Association shall be deposited, in English only, at the Dubai Government. This Constitution is composed of 13 Articles and has been discussed and approved in Dubai on 2021