

# CONSTITUTION OF

# IFPA

In accordance with the articles set out hereunder, an Association is formed under the name IFPA (formerly International Federation of Psoriasis Associations). IFPA is a non-profit association (Sw ideell förening) with the legal permanent domicile of seated in Stockholm, Sweden and registered with the Swedish tax agency under the registration number 8024285986.

## 1. PURPOSE

IFPA is the global voice dedicated to advancing psoriatic disease policy. IFPA is the trusted convener of psoriatic disease stakeholders across sectors and geographies, partnering to strengthen national and regional capacity and leadership. IFPA works with others to generate and share evidence to inform change that can address unmet needs for people living with psoriatic disease.

- **Legitimacy to represent people living with psoriatic disease:** IFPA is the only organization that brings a unified global voice of people living with psoriatic disease to the global agenda.
- **History and track record in the psoriatic disease community:** IFPA has been unifying the psoriatic disease community and has a proven track record of elevating psoriatic disease onto the global agenda.
- **Independence and integrity:** Decisions are exclusively driven by the needs of the people living with psoriatic disease.

## 2. MEMBERSHIP

### 2.1 Full membership

2.1.1 IFPA is a non-profit organization comprising national psoriatic disease associations worldwide. These national psoriasis associations are hereafter called members. Such associations shall be engaged in work to benefit the needs of their members. National associations' memberships include individuals from the whole country.

2.1.2 Only one patient association per country is granted full membership and voting rights. Exceptions may apply for unusual circumstances and be approved by the Board.

2.1.3 Membership can be obtained by a non-profit patient association with an elected Board or by a foundation that supports IFPA's vision of a future where all people living with psoriatic disease enjoy good health and wellbeing, free from stigma and preventable disability and comorbidities.

2.1.4 Membership can only be granted when the applying organization has conducted activities for at least one year and held an Annual General Meeting that has granted discharge from liability.

2.1.5 Membership applications are approved continuously by the Board of IFPA during the year. Upon application, the organization must provide information about its Board, constitution, bylaws, latest fiscal financial statement, number of members, and signed declaration of adherence to IFPA Code of Practice on Relationship with the Pharmaceutical Industry.

2.1.6 Any member who, in the considered view of the Board, contravenes the IFPA Constitution, IFPA Code of Practice on Relationships with the Pharmaceutical Industry or any other published by-law, or

engages in any manner that is likely to put IFPA into any disrepute, shall be expelled from IFPA, with loss of all rights and privileges, for such period as shall be recommended by the Board. No membership fees will be refundable on expulsion.

2.1.7 Any member that has failed to pay its membership fee within due time may be suspended for such period as shall be determined by the Board. During this suspension the member shall have no vote in the General Assembly.

## **2.2 Associated membership**

2.2.1 Associated membership shall be open for non-profit organizations, societies or entities that are not eligible to become full members but support IFPA's vision of a future where all people living with psoriatic disease enjoy good health and wellbeing, free from stigma and preventable disability and comorbidities.

2.2.2 Associate member organizations may attend the General Assembly as an observer but without a right to vote.

2.2.3 Regional psoriatic disease associations are also granted a free associated membership.

## **2.3 Network membership**

2.3.1 Network membership shall be open for non-profit organizations or other non-trading bodies that have some relation to IFPA and are engaged in or are developing activities in the field of psoriatic disease.

2.3.2 Network members have no rights to attend General Assembly or represent IFPA at official meetings.

# **3. GENERAL ASSEMBLY**

## **3.1. General**

3.1.1 The General Assembly is the highest decision-making body of IFPA.

3.1.2 Each member organization is entitled to appoint one official representative and one alternate representative to attend the IFPA General Assembly meeting. Only full members' official representatives have the right to speak, to make proposals and to vote.

3.1.3 If there is more than one national psoriasis association within a country one representative shall be elected by that country's associations who can exercise the voting right of the country.

3.1.4 The General Assembly shall have a meeting every third year. Every matter considered by the General Assembly shall be decided by absolute simple majority of votes unless the matter relates to an election in accordance with article 6. The President shall have a second vote in the cases of equality of votes cast. Voting may be by proxy when a member is absent. However, one physical person may only represent one member.

3.1.5 The General Assembly shall elect a Board composed of seven members. The President and Vice President must represent different associations and countries.

3.1.6 The Board consists of the following roles:

- a) President
- b) Vice President
- c) Secretary
- d) Treasurer
- e) Board members

3.1.7 The Board shall serve for three years starting after the elections on the day of the General Assembly meeting.

3.1.8 In consultation with IFPA members, the Board decides the date and place of meeting of the IFPA General Assembly. The Board ensures that the provisional agenda and meeting documents are shared with the delegates of the General Assembly at least one month before the date of the meeting.

3.1.9 Proposals made by members, committees and working groups shall be sent to the Secretariat at least six weeks before the meeting in which the topic is discussed.

3.1.10 The Secretary shall circulate the final minutes of the General Assembly meeting to delegates within two months following the meeting.

3.1.11 The following items shall be considered and decided upon at every meeting of the General Assembly:

- a) Confirmation that due and proper notice of the meeting has been given
- b) Identification of delegates entitled to vote
- c) Confirmation of the agenda
- d) Election of: Chairman, Secretary and two-minute checkers and counters of the vote
- e) Receive and vote upon the Periodic Report
- f) Approval of the Auditor's report
- g) Discharge from liability for the Board
- h) Receive motions and vote upon them
- i) Election of President, Vice President and other members of the Board for a three-year term
- j) Election of an auditor or an audit firm with a main responsible auditor for a three-year term
- k) Decision about the membership fee for the period until the next General Assembly meeting

3.1.12 The selected Chair of the General Assembly shall not have any voting rights during the General Assembly. An official member representative who is selected as a Chair for the General Assembly meeting may appoint another individual to be an official representative to the General Assembly instead of himself/herself.

3.1.13 The quorum for the General Assembly meeting shall be a number above one-third of the full members of IFPA.

3.1.14 IFPA will aim to reach decisions by a process of consensus. If the General Assembly is unable to reach consensus decisions, voting in the General Assembly will be conducted on the basis of this article unless the decision relates to an election where the decision is reached in accordance with article 5.

3.1.15 On matters related to membership, ballots will be confidential and remain confidential by those who tally the votes.

## **3.2 Eligibility for the role of board president**

3.2.1 To be eligible for the role of Board President, a candidate must have served at least one full term as a member of the IFPA Board of Directors. This requirement ensures the candidate has sufficient knowledge of the organization's structure, goals, and ongoing initiatives before assuming a leadership position.

3.2.2 For the purpose hereof, a full term is defined as the three-year period mentioned in the statutes, not interrupted by resignation, termination or leave of absence.

3.2.3 In cases where no eligible candidates meet this criterion, the General Assembly may waive this requirement by a two-thirds majority vote.

## **4. EXTRAORDINARY MEETING OF THE GENERAL ASSEMBLY**

4.1 Extraordinary meetings of the General Assembly shall be convened upon the recommendation of the Board or one-third of the full members.

4.2 The General Assembly must be notified by a written notice of an Extraordinary General Assembly meeting at least 30 days in advance of the meeting date. The invitation shall include the time and place of the meeting as well as a proposed agenda, required documents, and, if appropriate, a statement of accounts.

## **5. ELECTION PROCEDURES**

5.1 All full member associations of IFPA can nominate individuals for positions on the Board. The IFPA Secretariat shall notify associations three months in advance of an official IFPA meeting that nominations are being sought. Nominations must be submitted to the Board two months before the General Assembly meeting. The members shall be notified of the names of those nominated four weeks prior to the official IFPA meeting.

5.2 Each member of the Board shall be elected by secret ballot by the General Assembly. Elections are decided by relative majority which means that the person(s) who received the highest number of votes is elected regardless of how these votes relate to the total number of votes cast. In the event of a tie, the election shall be determined by lot.

5.3 Ballots shall remain confidential by those who tally the votes.

## **6. THE BOARD AND SIGNING RIGHTS**

6.1 The Board shall govern IFPA in accordance with its objectives and its regulatory and statutory obligations.

6.2 The Board consists of a President, a Vice President, a Secretary, a Treasurer and three Board members elected by the General Assembly.

6.3 The Board can establish other organizational structures (committees, networks, working groups), through which IFPA can coordinate work on separate topics.

6.4 The Board represented by its President shall have the overall responsibility for ensuring the well-functioning of IFPA and compliance by the organization until a new Board is elected.

The Board:

- a) Executes decisions of the General Assembly
- b) Provides strategic direction to IFPA
- c) Manages IFPA's assets
- d) Appoints an Executive Director
- e) Appoints the roles for the Board members except the President and Vice President
- f) Defines membership criteria and approving new member organizations
- g) Represents IFPA at official meetings, when appropriate
- h) Establishes and/or amends bylaws, delegation principles, and other rules and regulations

6.5 The Board or those appointed by the Board are authorised to sign on behalf of IFPA.

6.6 The Board meets at the invitation of the President or when at least four members request it.

6.7. In the event of the President's absence, the Vice-President shall exercise the Presidents statutory duties to convene, and chair board meetings.

6.8 The Board is quorum when all members have been summoned and more than half of members are present.

6.9 In the event of a tie, the President has the casting vote.

6.10 In the event that a Board member is unable to complete their term due to resignation, removal, death or any other reason, the Board shall continue to operate with the remaining members until the next General Assembly. The Board will maintain a minimum of six (6) members to ensure quorum and effective governance.

- i. If the President that is no longer able to complete their term, the Vice-President will assume the role of Acting President until the next General Assembly. The Board will then appoint an interim Vice President from the current Board Members by a majority vote to serve until the next General Assembly.
- ii. If a second Board member becomes unable to complete their term, an Extraordinary Assembly shall be convened to address the resulting vacancies. This assembly is necessary to maintain the integrity and functionality of the Board. Normal voting process shall apply, and candidates must be nominated.
- iii. If this second board vacancy occurs within 6 months of the next General Assembly the board will continue to operate as a 5 member board until new directors are elected at the next scheduled General Assembly.

6.11 A Board member may request a leave of absence for personal, medical, or other significant reasons. The request must be submitted in writing to the Board and requires approval by a majority vote of the remaining Board members. The Board shall continue to operate with the remaining members until the Board member returns or until the next General Assembly, whichever comes first.

6.12 A leave of absence may be granted for a period not exceeding six (6) months. Upon expiration of the leave, the Board member may return to their position, provided they notify the Board in writing at least two (2) weeks prior to their return. If a Board member does not return within the specified period, their position shall be considered vacant.

6.13 During any vacancy or leave of absence, the remaining Board members shall continue to fulfill their responsibilities and ensure the smooth operation of the Board.

## **7. FINANCIAL YEAR, AUDITOR, ACCOUNTS AND BUDGET**

7.1 The financial year of the Federation shall be January 1 to December 31. The Board reviews and approves the annual IFPA budget.

7.2 The current recording (Sw löpande bokföring) shall be concluded with an annual financial report, prepared in accordance with the applicable law on annual reports (Sw. lag om årsredovisning) in force at any given time.

7.3 The Board shall present to the General Assembly the annual financial reports for the preceding three financial years. These shall be submitted to the General Assembly for approval.

7.4 The General Meeting, following the proposal by the Board, elects an independent authorized auditor (Sw auktoriserad revisor), or an audit firm to audit IFPA.s accounts and administration and operations and to prepare an auditor's report.

7.5 The auditor's report shall include a statement on whether the members of the Board should be granted discharge from liability towards IFPA

7.6 Approval of the financial reports by the General Assembly shall discharge the Board from liability in respect of their conduct of affairs, during the financial years concerned.

## **8. WINDING UP AND LIQUIDATION OF IFPA**

8.1 IFPA may only be dissolved by two successive General Assembly meetings, of which one shall be an extraordinary meeting. A resolution to dissolve the IFPA must be passed by a two-thirds majority of all members on both occasions.

8.2 In the event of dissolution of IFPA, its assets shall be used to support psoriatic disease research or other projects as shall be decided upon by the first General Assembly meeting at which the resolution to dissolve IFPA is passed. The Board shall carry out liquidation. IFPA shall continue to exist after being wound up if and in so far as this is necessary for the settlement of affairs. During the liquidation, the provisions of the Articles shall remain in force as far as possible and necessary.

## **9. AMENDMENT OF THE CONSTITUTION**

Amendments to this constitution can only be made through a General Assembly meeting decided by a two-thirds majority of votes.

Includes decisions taken at the General Assembly meeting on October 6, 1984  
Includes decisions taken at the General Assembly meeting on October 10, 1987  
Includes decisions taken at the General Assembly meeting on September 23, 1995  
Includes decisions taken at the General Assembly meeting on June 9, 2001  
Includes decisions taken at the General Assembly meeting on September 19, 2004  
Includes decisions taken at the General Assembly meeting on September 30, 2007  
Includes decisions taken at the General Assembly meeting on July 5, 2010  
Includes decisions taken at the General Assembly meeting on June 15, 2013  
Includes decisions taken at the Extraordinary General Assembly meeting on July 12, 2015  
Includes decisions taken at the General Assembly meeting on June 18, 2016  
Includes decisions taken at the Extraordinary General Assembly meeting on June 29, 2021  
Includes decisions taken at the General Assembly meeting on April 6, 2025