

European Association for the Study of Diabetes (EASD) e.V.

Articles of Association

Registered under No. 7031 in the VR (Register of Associations)
Düsseldorf, 5th May 1989
Amtsgericht (Local Court), Dept. 89

Under consideration of the amendment of the Articles of 8th April 1989,
also registered under No. 7031 in the VR, Düsseldorf

Under consideration of the amendment of the Articles of 20th September 2010,
also registered under No. 7031 in the VR, Düsseldorf

Under consideration of the amendment of the Articles of 15th September 2014,
also registered under No. 7031 in the VR, Düsseldorf

Under consideration of the amendment of the Articles of 27th January 2015,
also registered under No. 7031 in the VR, Düsseldorf

Under consideration of the amendment of the Articles of 25th April 2016 with the following
resolution of 4th August 2016 being adopted in writing by circularisation, also registered under
No. 7031 in the VR, Düsseldorf

Article 1

Name – registered office

a) The Association uses the name:

European Association for the Study of Diabetes (EASD) e.V.

b) The registered office of the Association is Düsseldorf.

Article 2

Purpose of the Association

- a) The Association exclusively and directly pursues charitable purposes in the sense of the section “purposes eligible for tax relief” of the Tax Code.
- b) The purposes of the Association are
- the advancement of science and research (Art. 52 (2) Sentence 1 No. 1 AO (Fiscal Code)),
 - the advancement of the public health system and of public healthcare (Art. 52 (2) Sentence 1 No. 3 AO)
- and
- the advancement of education (Art. 52 (2) Sentence 1 No. 7 AO)
- in the field of diabetology.
- c) The Association shall pursue
- the purpose indicated in letter b, bullet point 1, by initiating and fostering scientific debate in small groups, publishing and informing the interested public of research findings and scientific papers, and hosting scientific congresses,
 - the purpose indicated in section b, bullet point 2, through health political initiatives aimed at improving the care of people with diabetes,
- and
- the purpose indicated in section b, bullet point 3, by hosting professional educational events for health care professionals and scientists active in the field of Diabetes mellitus or related diseases.
- d) An additional purpose of the Association is the procurement and forwarding of funds to legal persons under public law and other corporations constituted under public law for use in the advancement of science and research, the advancement of public health and of public healthcare, and the advancement of education – in each case in the field of diabetology – whereas corporations constituted under public law resident in Germany must have tax-privileged status in view of its public benefit activities (advancement activity pursuant to Art. 58 No. 1 AO).

- e) The Association is not required to pursue all the purposes in every year, or to pursue all activities generally with equal intensity.
- f) The Association is fully dedicated to charitable aims; it is predominantly a non-profit organization.

Article 3

Membership

- a) Natural and legal persons can become members of the Association.
- b) Only natural persons who are health care professionals, and scientists and students working in the field of diabetes mellitus or related diseases, can become ordinary members.
- c) Natural or legal persons working in the field of diabetes mellitus or related diseases can become supporting members.
- d) Ordinary and supporting members must apply for membership of the Association. The acceptance as a member is dependent on the submission of a written application, also possible via e-mail or online. Membership starts with the acceptance of the application.
- e) Ordinary members who have made an outstanding contribution to the Association, and persons whose affiliation to the Association promotes its purposes long-term, can become honorary members. Honorary members are proposed by the Executive Committee and appointed by the General Assembly. When an ordinary member is appointed as an honorary member, he/she can either relinquish his/her ordinary membership or retain such membership with all rights and obligations.
- f) Ordinary and supporting members pay an annual contribution, the amount of which shall be fixed by the General Assembly.
- g) Membership ends by death, voluntary resignation, exclusion, or in case of late payment of the membership contribution as per Section 6. Voluntary resignation can be declared to the Executive Committee at any time in writing and shall become effective as of the end of the financial year. An exclusion can be pronounced by the Executive Committee upon a unanimous decision against members who do not fulfil their obligations or otherwise act against the interests of the Association, whereas Sentence 6 shall remain unaffected. The exclusion becomes effective upon written notification of the member concerned. A written objection can be filed against the decision of the Executive Committee within 30 days of notification by the Executive Committee's decision. The General Assembly shall decide on the objection. Membership shall cease automatically if a member, despite receiving at least two reminders, does not pay the annual membership contribution within six months of the due date.

Article 4

Bodies of the Association

The bodies of the Association are:

- the General Assembly
- the Executive Committee.

Article 5

General Assembly

- a) The General Assembly consists of the ordinary members (Art. 3 Section b).
- b) The General Assembly shall be convened at least once a year by the President of the Executive Committee or, in his/her absence, by the Senior Vice President. It will have to be convened more frequently if 25% of all members (ordinary and supporting members) request this by presenting a written substantiated application.
- c) The General Assembly will be notified in writing by indicating the agenda within a period of at least 30 days.
- d) The General Assembly shall adopt resolutions concerning the following matters in particular:
 - 1. approval of the annual accounts,
 - 2. approval of the acts of the Executive Committee,
 - 3. election of the Executive Committee,
 - 4. amendments of the Articles of the Association,
 - 5. fixing the membership contributions,
 - 6. motions proposed by the Executive Committee and members (ordinary and supporting members) for consideration by the meeting of members,and
 - 7. the dissolution of the Association.

- e) The General Assembly shall constitute a quorum regardless of the number of (ordinary) members present. The General Assembly shall decide with a simple majority of the valid votes cast; abstentions shall not be counted. If the General Assembly is voting on amendments of the Articles of the Association, a majority of three-quarters of the valid votes cast shall be required; abstentions shall not be counted.
- f) Minutes of the General Assembly shall be taken by a secretary appointed by the meeting. The wording of resolutions is to be recorded. The minutes are written and signed by the secretary.
- g) Notwithstanding Section 3, resolutions of the General Assembly can be adopted in writing, by telex or electronically if thus proposed by the Executive Committee even without the holding of a General Assembly, provided that notice of two weeks from the date of the draft resolution being sent to the final member's address is observed. If two-thirds of the Association's (ordinary) members indicate their approval of this procedure, the period of notice stated in Section 1 can be disregarded. Resolutions concerning the dissolution of the Association or extensions of the purpose of the Articles of the Association cannot be adopted by circularisation.

Article 6

Executive Committee

- a) The Executive Committee consists of five to nine members.
- b) The Executive Committee shall elect a President and a Senior Vice President from its midst.
- c) The activity of the Executive Committee members is honorary; in other words, the Executive Committee members shall not receive any remuneration for their work on the Executive Committee. Arising expenses and disbursements will be refunded, provided that the same are reasonable on the merits and in amount, upon the provision of supporting documents.
- d) The duration of the time in office of the Executive Committee shall be fixed by the General Assembly.
- e) The Executive Committee can appoint one or several full-time Executive Directors. The Executive Committee will decide on his/her/their salary and the conditions of his/her/their activity.
- f) The President and Senior Vice President shall each individually represent the Association externally in the sense of Art. 26 BGB (Bürgerliches Gesetzbuch = German Civil Code) (individual power of representation). The President and Senior Vice President shall represent the Association internally, however, only if the other Executive Committee member holding individual power of representation has agreed to such representation in an individual case in writing, by telex or

electronically; the internal consultation is to be recorded in writing. The General Assembly can exempt the two Executive Committee members holding individual power of representation from the restrictions of Art. 181 BGB by way of a majority resolution.

- g) The Executive Committee can for certain transactions appoint special representatives in the sense of Art. 30 BGB. In every case their power of representation also includes registrations at the Register of Associations.
- h) The President or, in his/her absence, the Senior Vice President convenes the Executive Committee as required.
- i) The Executive Committee can also adopt resolutions in writing, by telex or electronically by circularisation, or in urgent cases by telephone, if the President, or in case of his/her absence, the Senior Vice President, has previously and adequately informed the Executive Committee members of the subject of the resolution.
- j) Minutes of the Executive Committee meetings shall be taken by a secretary appointed by the President, or in case of his/her absence, the Senior Vice President. The wording of resolutions is to be recorded. The minutes are written and signed by the secretary.
- k) The members of the Executive Committee shall be liable towards the Association and the members for losses caused in performing their duties only in case of intent and gross negligence.
- l) The Executive Committee can adopt rules of procedure.

Article 7

Profits and administrative tasks

- a) The funds of the Association may only be used for the statutory purposes.
- b) The members (ordinary and supporting members) do not receive any contributions from the funds of the Association in their capacity as members. In case of their retirement or the dissolution of the Association they cannot derive any claims from the assets of the Association.
- c) No person may benefit from expenses which are alien to the purposes of the Association or from disproportionately high compensations. The expenses are to be checked by the Treasurer.
- d) Within the scope admissible under public law, the Association can allocate funds to reserves or the other assets that are not to be used in the short term.
- e) The fiscal year shall be the calendar year.

- f) The Association can take a share in other tax-privileged or tax-paying domestic and foreign corporations, irrespective of their legal form.

Article 8

Dissolution of the Association and change of the purpose of the Association

- a) The General Assembly which decides on the dissolution of the Association or the change of the purpose of the Association constitutes a quorum, if three-quarters of the (ordinary) members of the Association are present.
- b) The approval of three-quarters of the valid votes cast is required for the dissolution of the Association or the change of the purpose of the Association; abstentions shall not be counted.
- c) If the required majority is not reached, a new General Assembly is to be convened within a period of 14 days which shall then decide with a three-quarters majority of the (ordinary) members present.
- d) In case of the dissolution of the Association or if tax-privileged purposes cease to exist, the assets of the Association shall be passed to a legal person under public law or another corporation eligible for tax relief for use in the advancement of science and research, the advancement of public health and of public hygiene, and/or the advancement of education – in each case in the field of diabetology.