

# 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

Under consideration of the amendment of the Articles of 22nd August 2019,  
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) 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, in particular by initiating and fostering scientific debate in small groups (*Study Groups*), publishing and informing the interested public of research findings and scientific papers, and hosting scientific congresses,
  - the purpose indicated in Letter b, bullet point 2, in particular through health political initiatives aimed at improving the care of people with diabetes,
- and
- the purpose indicated in Letter b, bullet point 3, in particular 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 altruistically active; it does not predominantly pursue its own economic purposes.

### **Article 3**

#### Membership

- a) Natural and legal persons can become members of the Association.
- b) Only natural persons who are health care professionals, as well as 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 of the Association is dependent on the submission of a written or electronic application by using the online membership portal. Membership starts with the acceptance of the application. The General Assembly can decide on Association Guidelines which regulate details of the membership relation, the amount of the membership fee and further organisational questions.
- 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 nominated by the Board. The appointment of honorary members is decided 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 is determined by the General Assembly.
- g) Each membership ends by death, voluntary resignation, exclusion, or by passage of time according to Article 3 Letter h. Voluntary resignation can be declared to the Board at any time in writing or electronically and shall become effective as of the end of the financial year. An exclusion can be pronounced by the Board upon a unanimous decision against members who do not fulfil their obligations or otherwise act against the interests of the Association; Article 3 Letter h shall remain unaffected. The exclusion becomes effective upon written notification to the member concerned. A written objection can be filed against the decision of the Board within 30 days of notification by the Board's decision. The General Assembly shall decide on the objection.

- h) Membership shall cease automatically at the end of the agreed membership period of a maximum of two years or if a member, despite receiving at least two reminders, does not pay the annual membership contribution within six months of the due date. Within these six months, all membership rights are suspended.

#### **Article 4**

##### Bodies of the Association

The bodies of the Association are:

- the General Assembly,
- the Board.

#### **Article 5**

##### General Assembly

- a) The General Assembly consists of the ordinary members (Art. 3 Letter b) and the supporting members (Art. 3 Letter c). Only the ordinary members (Art. 3 Letter b) are entitled to vote.
- b) The General Assembly shall be convened at least once a year by the President of the Board or, in his/her absence, by the Senior Vice President. It shall also be convened if 25% of all members (ordinary and supporting members) so request by means of a written substantiated application.
- c) The General Assemblies are convened by publication of the data on the Association's own homepage with indication of the Agenda, in compliance with a time limit of at least 30 days. In addition, the members will be informed in writing or electronically of the convocation including the Agenda, whereby the dispatch of this information is sufficient for the orderly convocation.
- 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 Board,
  3. election of the Board including substitute members,
  4. amendments of the Articles of Association and the Association Guidelines (Art. 3 Letter d Sentence 4),
  5. fixing the membership contributions,

6. motions proposed by the Board and members (ordinary and supporting members) for consideration by the General Assembly
- and
7. the dissolution of the Association.
- e) The General Assembly shall constitute a quorum regardless of the number of voting members present. The General Assembly shall in principle decide by dichotomous vote (yes/no) 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 Association, a majority of three-quarters of the valid votes cast shall be required; abstentions shall not be counted. For elections, in particular to the Board, a preference voting system with a single transferable vote is to be applied in principle. The candidates with the highest preference shall be considered elected until the intended number of Board members has been reached. The other elected candidates act as substitute members for retiring members of the Board. Details of the election procedures can be determined by the Board in Election Guidelines.
  - f) Minutes of the meetings and resolutions of the General Assembly shall be taken and records are to be stored for an adequate period of time, at least, however, for a period of 10 years.
  - g) Resolutions of the General Assembly, if thus proposed by the Board, can be adopted in writing or electronically observing a period of two weeks from the dispatch of the draft resolution to the last known address of the member (email address or reported address). If two thirds of the voting members of the Association indicate their approval of this procedure, compliance with the aforementioned two-week period may be disregarded.
  - h) The dissolution of the Association and changes or extensions of the purpose of the Articles of Association cannot be decided in a circulation procedure.

## **Article 6**

### **Board**

- a) The Board consists of five to twelve people. Of these, up to two persons (internal or external to the Association) with expertise in the area of "finance and/or law" may be appointed by the Board as (a) Board member(s). Substitute members of the Board may be appointed for members of the Board who resign during the term of office of the Board, that is for the remaining time of their term of office. The substitute member respectively selected with the highest preference will move up.
- b) The Board shall elect a President and a Senior Vice President from its midst.

- c) In the event of a tie, the President shall have the casting vote; in his absence the Senior Vice President shall have the casting vote.
- d) The activity of the Board members is honorary; i.e. the Board members shall not receive any remuneration for their work on the Board. 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.
- e) The duration of the term of office of the Board shall in principle be four years, unless otherwise determined by the General Assembly. The terms of office of the individual Board members do not have to be synchronous. If a member of the Board leaves the Board before the end of his/her term of office and there are no substitute members, the remaining members of the Board have the option of appointing a new member to the vacant office for the remaining term of office by co-option. After their term of office has expired, the current members of the Board shall remain in office until their successors have been elected.
- f) The Board can appoint one or several full-time Managing Directors. The Board will decide on his/her/their salary and the conditions of his/her/their activity.
- g) 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 Board member holding individual power of representation has agreed to such representation in an individual case in writing or electronically; the internal consultation is to be recorded. The General Assembly can exempt the two Board members holding individual power of representation from the restrictions of Art. 181 BGB by way of a majority resolution.
- h) The Board 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.
- i) The President or, in his/her absence, the Senior Vice President convenes the Board as required. The invitation shall be made with a notice period of at least one week, unless exceptional circumstances require a shorter period.  
The Board has a quorum regardless of the number of members present.
- j) The Board can also adopt resolutions in writing or electronically by circulation procedure 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 Board members of the subject of the resolution.
- k) Meetings of the Board are recorded in minutes and then signed, resolutions are to be reproduced in their wording.

- l) The members of the Board shall be liable towards the Association and the members for losses caused in performing their duties only in case of intent and gross negligence.
- m) The Board can adopt rules of procedure.

## **Article 7**

### Study Groups

- a) For certain scientific topics, legally dependent departments in the form of Study Groups may be formed by resolution of the Board.
- b) A Study Group is formed by the members of the Association who are active in the scientific field represented in the Association. Members of the Association can belong to several Study Groups. They have to declare their membership to a Study Group to the administrative office of the Association. Non-members of the Association may be guests of a Study Group and participate in professional events of this Study Group. Non-members of the Association are only allowed to belong to *one* Study Group.
- c) The Study Group is managed by a Steering Committee, which consists of five to seven Association members.
- d) At least once every 2 years there is a Study Group General Assembly of each Study Group. For their convening and execution, the provisions of these Articles of Association concerning the General Assembly shall apply *mutatis mutandis*, unless the Study Group Guidelines specify something different. The Study Group General Assembly is responsible in particular for the election of the Steering Committee; this decision requires the confirmation of the Board. Non-members of the Association who belong to a Study Group as guests (Letter b Sentence 4) do in principle *not* take part in the meetings of the Study Group General Assembly.
- e) Supplementary regulations and the further internal organisation of the Study Groups can be laid down in Study Group Guidelines which are binding and uniform for all Study Groups. The preparation and amendment of the Study Group Guidelines is the responsibility of the Board.

## **Article 8**

### 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 framework of the legal provisions governing non-profit organisations, 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 may participate in other tax-privileged or taxable domestic and foreign corporations, regardless of their legal form.

## **Article 9**

### 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 voting 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 voting 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.

## **Article 10**

### Miscellaneous

- a) The Association Guidelines and subsidiary rules provided for in these Articles of Association shall not become part of the Articles of Association.
- b) These Articles of Association have been issued in German and English language. In the event of contradictions between the two versions, the German version shall prevail. In case of litigation only the German version shall be applicable.
- c) “Financial year” means the year defined in the calendar from 1st January until 31st December.