

Statutes of the association

EuroScan international network

Status 08 October 2024

I Foundations of the organisation

§ 1 Name, registered office, purpose, financial year

1. The association bears the name "EuroScan international network". Upon entry in the register of associations, the association shall bear the addition "e.V."
2. The association is based in Cologne.
3. The purpose and aim of the organisation is to support and implement a wide range of measures to
 - a. Promotion of science and research and
 - b. Promotion of public health and public health care,in compliance with ethical rules and transparency rules and to avoid influences by individual or organisational interests in order to serve the countries represented by the members.
4. The purpose of the association can only be changed with the consent of all association members in accordance with Section 33, Paragraph 1, Sentence 2 BGB.
5. These measures to achieve the organisation's objectives include in particular
 - the early description and production of information on new or obsolete technologies, procedures or products in clinical application and in healthcare systems.
 - the promotion of scientific co-operation and projects across national, administrative and cultural borders,
 - Assistance with reorganisation and development of facilities
 - the development of methods and structures for knowledge exchange
 - the organisation of events and the operation of information platforms
 - co-operation with other groups at professional, administrative and political level at local, regional, national or international level.

6. Under the legal name expressed in § 1 (1), the association is divided into three sections according to its main activities. These sections are
 - a) International HealthTechScan (i-HTS)
 - b) Health Innovation and Technologies (HInT)
 - c) i-HTS Institute of Science (i-HTScience)
7. The Association may form separate legal entities to fulfil the tasks of these areas, which are under the control of the Association and non-profit organisations.
8. The financial year is the calendar year.

§ 2 Non-profit status

1. The association pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code.
2. It is selflessly active and does not primarily pursue its own economic purposes.
3. The association's funds may only be used for statutory purposes.
4. Members do not receive any benefits from association's funds.
5. No person may be favoured by expenses that are alien to the purpose of the association or by disproportionately high remuneration.
6. Resigning members have no claims against the association for payment of the value of a share in the association's assets.

II Association membership, rights and obligations of members, membership fees

§ 3 Members of the Association

1. All natural and legal of legal age who are concerned with the objectives of the Association and whose financial or professional interests do not conflict with the objectives of the Association may become members of the Association.
2. The association has the following members:
 - a. ordinary members,
 - b. supporting members,
 - c. co-operative members,
 - d. Honorary members.
3. Ordinary members can be all natural persons or institutions and organisations (legal entities) that deal with overarching tasks of research, teaching and/or care in the field of public health promotion, health technology assessment (HTA) or evidence-based medicine (EBM).
4. Natural and legal persons who wish to support the association and its tasks either ideally or materially can become supporting members of the association. They do not pay a general membership fee and have no voting rights. The sponsorship fee is determined by the Executive Board in accordance with the rules of procedure. They can participate in the general meeting.
5. Cooperative members can be institutions and organisations that deal with overarching tasks of research, teaching and/or care in the field of public health promotion, health technology assessment (HTA) or evidence-based medicine (ebM) or are involved in health promotion measures in another special way. They do not pay a general membership fee and have no voting rights. They can participate in the General Assembly.
6. Honorary members are persons who have rendered outstanding services to the promotion and work of the association. The General Assembly decides on the admission of honorary members. They do not pay membership fees and have an advisory vote at meetings of the Executive Board by invitation.
7. Each member provide an electronic address (e-mail address) to ensure that he/she can be contacted for the transmission of information. The Association shall send all documents to the member via this address. Proper dispatch of the email is sufficient for receipt.

§ 4 Acquisition of membership

1. Members are admitted by resolution of the Board of Directors on the basis of a written application for membership, which must be addressed to the Association.
2. A rejection of the application for membership by the Board of Directors, which does not require justification, is incontestable.

3. Membership begins with the confirmation in text form by the association.
4. There is no legal entitlement to membership of the association.
5. The Executive Board can exclude a member for good cause - in particular in the event of behaviour that is detrimental to the association - by a simple majority.

§ 5 Termination of membership

1. The membership of a member ends through resignation, exclusion, death or dissolution of the legal entity.
2. Upon leaving the association, all rights and obligations of the member towards the association expire.
3. Existing contribution obligations to the association remain unaffected.

§ 6 Resignation from the association - cancellation of membership

The resignation of a member is made by written declaration to the office by 30 September of the financial year and becomes effective at the end of the year.

§ 7 Expulsion from the association

1. The exclusion of a member can be decided by the Executive Board if the member:
 - a. violates the provisions of the statutes, regulations or the interests of the association,
 - b. does not comply with the instructions or resolutions of the association's bodies,
 - c. is in arrears with the payment of his financial obligations to the association despite two written reminders
2. Before deciding on the exclusion, the Executive Board must give the member the opportunity to make a statement orally or in writing; the member must be given four weeks' written notice to do so.
3. The decision on the exclusion must be justified in writing and the person concerned must be notified in writing.
4. An appeal may be lodged against the decision to expel within a period of four weeks after notification of the expulsion, on which the next General Meeting shall decide.
5. The appeal lodged against the exclusion has no suspensive effect. Should the general meeting of members uphold the appeal, membership of the association shall only continue from that moment.

§ 8 Contributions and obligations

1. Members are obliged to contributions the Association, the amount of which is decided by the General Meeting at the proposal of the Executive Board.
2. The following contributions are to be paid by the members:
 - a. an annual membership fee for ordinary members (according to §3 para. 2a) ,

- b. an annual sponsorship fee for supporting members (in accordance with Section 3 (2b)).
- 3. The Executive Board is authorised to defer existing and future membership fee obligations for individual members at their request. The member must credibly explain the reasons for their application and provide evidence in each individual case.
- 4. Further details on the contribution system can be regulated in the contribution regulations, which are to be adopted by the General Meeting.

III Bodies of the Association and their tasks

§ 9 Bodies of the Association

1. The organs of the association are
 - a. - the general meeting and
 - b. - the Executive Board in accordance with § 26 BGB.

§ 10 General Meeting

1. The General Meeting is the supreme body of the association.
2. All members belong the General Assembly. It deliberates and passes resolutions in general meetings. Only ordinary members and honorary members have the right to vote at the general meeting.
3. A general meeting is held at least once a year.
4. The Executive Board is obliged to convene an Extraordinary General Meeting if at least one third of the members request this in writing, stating the reasons.
5. The date and agenda of the General Meeting are by the Board of Directors six weeks in advance on the association's own website.
6. All members are entitled to submit written motions for the agenda to the Board of Directors up to four weeks before the date of the General Meeting, stating the reasons for the motion.
7. The agenda is set by the Executive Board and published on the association's website two weeks before the General Meeting.
8. The General Meeting is chaired by a member of the Executive Board appointed by the Executive Board. A secretary is elected by the Executive Board at the beginning of the meeting.
9. Every properly convened general meeting is quorate regardless of the number of members present.
10. General meetings are not open to the public. Non-members may be admitted upon request. The Executive Board decides on the corresponding application.
11. Minutes must taken of the resolutions of the General Meeting signed by the chairman of the meeting and the secretary.
12. Further details on the organisation of the General Meeting are set out in the Association's rules of procedure.

§ 11 Responsibilities of the General Meeting

1. The General Meeting is responsible in particular for the following association matters:
 - a. Acceptance of the reports of the Executive Board
 - b. Discharge of the Executive Board on the basis of the auditors' report
 - c. Election and dismissal of members of the Executive Board,
 - d. Election and dismissal of the auditors,

- e. Amendment of the Articles of Association and resolution on the dissolution of the Association,
- f. Appointment and revocation of honorary memberships,
- g. Resolution on motions submitted.

§ Section 12 General information on the functioning of the bodies and their members

1. Every office in the Association begins with the acceptance of the election and ends with the resignation, dismissal or acceptance of the election by the newly elected successor in office.
2. Membership of the association is a prerequisite for membership of the association.
3. Absentees can only be elected to a board function if they have declared their acceptance of the election in writing to the Board of Directors. After the election, acceptance of the election must be confirmed again. Members will be informed of their acceptance of the election on the association's intranet.

§ 13 Executive Board

1. In accordance with the legal basis, the Executive Board consists of ten persons who must belong to the association or a regular member organisation (legal entity). All elections are restricted to natural persons:
 - a. a president,
 - b. two Vice Presidents,
 - c. a Secretary General,
 - d. the Scientific Director,
 - e. a director for internal membership administration (Director Membership) and
 - f. a Director of Education and Training.
2. In accordance with the legal basis, the Executive Board consists of **four** persons, the President, the Vice Presidents and the Secretary General. The members of the Executive Board are authorised to represent the company individually.
3. The President, the Vice Presidents, the Scientific Director, the Director of Internal Membership Administration and the Director of Training and Education are by the General Assembly for a term of three years. Re-election to the respective office is permitted.
4. The Secretary General is for a term of office of 5 years. Multiple re-election is permitted. He is in charge of the secretariat.
5. If a person leaves office prematurely, the Board of Directors shall appoint a successor. The person remains in office until the next ordinary election.
6. The Executive Board represents the association in and out of court. The Executive Board is represented jointly by the President and the Secretary General. In financial matters, the Secretary General represents the association alone.
7. The President represents the company to the public. He is responsible for the proper conduct of the Board of Directors' business in accordance with the Articles of Association and chairs the meetings of the members and the Board of Directors.

8. If the President is absent due to long-term illness or long-term unavailability (more than three weeks), one of the Vice Presidents shall deputise for the President of the Association for the period of absence. The respective Vice President authorised to deputise is determined by the Executive Board.
9. One of the vice presidents is responsible for the work and projects in the area of information provision and digital tools, the other vice president is responsible for the requirements of public health services and their implementation requirements. Both use the technical and methodological tools provided by the association and its members.
10. The scientific director coordinates the scientific projects and methodological work in the association and is co-editor of the association's journal HInT.
11. The Director of Internal Membership Management performs the tasks of internal auditing with regard to the correct management of financial transactions as well as the tasks of drawing up and monitoring the co-operative partnership agreements, the descriptions of members' activities and tasks and membership applications.
12. The Director of Training and Education is responsible for the further development of the descriptions of teaching content and corresponding structures for the training and further education of persons within and outside the organisation.
13. If one of the Vice Presidents or one of the Directors is absent due to long-term illness or long-term unavailability (more than three weeks), a member(s) appointed by the Board of Directors will take over the corresponding functions of these roles. This measure will be publicised to the members of the association via their own intranet area immediately after the decision has been made
14. The Secretary General has sole power of representation in all financial matters (in particular banks). He/she can independently carry out the concerns and tasks of the office in day-to-day work within the budget provided and is accountable to the Executive Board and the General Assembly.
15. If the Secretary General is absent due to long-term illness or long-term unavailability (more than three weeks), one of the Vice Presidents shall deputise for the Secretary General of the Association for the period of absence. In this case, the Executive Director shall be responsible for financial matters.
16. The Executive Board manages and runs the association in accordance with these Articles of Association and the regulations, as required by the purpose and interests of the association. Within the scope of its overall tasks, the Executive Board regulates the tasks and areas of responsibility of its members itself, with the exception of the functions specified in the Articles of Association and the regulations, and draws up a schedule of responsibilities. It meets regularly, also using electronic means (e.g. telephone conferences and video conferences). Minutes are kept of the meetings.
17. The Executive Board is responsible for all association matters, unless these are expressly assigned to another body in accordance with these Articles of Association.

18. The Board of Directors may adopt rules of procedure and set out the specific organisation of the tasks and activities assigned to it in accordance with the Articles of Association.
19. The Executive Board may appoint special persons with specific expertise to support its work. These persons may attend meetings of the Board of Directors and the Executive Board by invitation. They are not entitled to vote. They do not have to be members of the organisation. They are presented in an "Advisory Council" group. The persons are by the Executive Board. Their continued participation must be renewed at the latest with the election of the President.

§ 14 Auditors:

1. Two persons who are not members of the Executive Board are elected by the General Meeting to audit the accounts.
2. The term of office of the auditors is 2 years. If an auditor is no longer available during their term of office, the audit is carried out by the remaining person alone.
3. The auditors prepare a report on the discharge of the Executive Board and apply for discharge at the Annual General Meeting. This can also be done in writing.

IV Club life

§ 15 Office

1. The office supports the association in all its internal and external affairs.
 - a. The work and tasks of the secretariat are supervised by the Executive Board and supported by contractual service agreements.
 - b. The secretariat is managed under the direct control of the Board members in the service of the Board and the Association.
 - c. The Board of Directors awards the contract to manage the secretariat for a period of 5 years with the option of reappointment.
 - d. The Executive Director is the head of the office. He reports directly to the Secretary General.
 - e. Further details are set out in the rules of procedure.

§ Section 16 Voting rights and eligibility

1. All ordinary members and honorary members are entitled to vote at the General Meeting.
2. Voting rights can only be exercised in person. In the case of legal entities, voting rights are exercised by the natural person nominated by the organisation. The nomination is made in text form and can be changed at any time by the legal entity by notifying the President.
3. All natural persons are eligible for election to all committees and bodies of the association.

§ 17 Resolutions and elections

1. The General Meeting has a quorum regardless of the number of members present, unless the Articles of Association stipulate elsewhere. The Executive Board is quorate if at least 3 members of the Executive Board are present.
2. The bodies of the Association pass their resolutions by a simple majority of the votes cast, unless these Articles of Association provide otherwise. Abstentions and invalid votes are not taken into account. A tied vote means rejection. The same applies to elections.
3. If the required simple majority is not achieved in elections, the election process must be repeated, in which case the relative majority decides.

§ 18 Amendments to the Articles of Association

1. Amendments to the Articles of Association are made by resolution of the General Meeting with a majority of three quarters of the votes cast. The planned amendment to the Articles of Association must be submitted in writing with the invitation.
2. Amendments to the Articles of Association that are required by authorities and/or courts for formal reasons can be implemented by the Executive Board without a General Meeting. They

will be announced to members directly via the association's internal Internet site.

§ 19 Remuneration for association activities, expense allowances

1. The offices of the association's governing bodies are generally held on an honorary basis. The Articles of Association may expressly authorise exceptions to this.
2. If necessary, members may work for remuneration in return for payment of an expense allowance in accordance with Section 3 No. 26a of the German Income Tax Act (EStG) within the scope of budgetary possibilities. The decision on remunerated association activities is made by the Executive Board.
3. The same to the content and termination of the contract.
4. In addition, members and employees of the association are entitled to reimbursement of expenses in accordance with Section 670 of the German Civil Code (BGB) for expenses incurred as a result of their work for the association. These include, in particular, travelling expenses, postage, telephone, etc.
5. Further details are regulated by the association's financial regulations, which are issued and amended by the general meeting.

§ 20 Minutes

1. The resolutions of the bodies must be recorded in writing and signed by the respective secretary and the chairperson of the meeting.
2. Minutes are kept as minutes of resolutions.
3. Members have the right to inspect the minutes of the General Meeting and may raise objections to the content of the minutes in writing to the Executive Board within a period of four weeks. The Executive Board decides on the objection and informs the member of the result.
4. Further details on the translation of minutes and official correspondence are regulated in the rules of procedure.

§ 21 Association regulations

1. The association shall adopt association rules to regulate the internal processes of association life.
2. All association regulations are not part of these articles of association and are therefore not entered in the register of associations. The association regulations may not contradict the articles of association.
3. The general meeting of members is generally responsible for the enactment, amendment and cancellation of association regulations, unless otherwise stipulated elsewhere in these articles of association.
4. Association regulations can be issued as required for the following areas and areas of responsibility:
 - a. Rules of procedure for the bodies of the association
 - b. Rules for the management
 - c. Financial regulations

- d. Contribution regulations
 - e. Rules for sponsoring memberships
 - f. Regulations for the promotion of scientific projects
5. In order to be effective, the association regulations must be communicated to the addressees of the respective association regulations, in particular the members of the association. The same applies to amendments and cancellations.
 6. The Executive Board shall adopt its own working rules for carrying out its work. These are adopted by the Executive Board, are not part of the Articles of Association and are not entered in the register of associations. The working rules are made known to all members. They may not contradict the articles of association or the rules of procedure.

§ 22 Data protection guideline

1. The collection and processing of personal data of members and employees by the association only takes place insofar as this is necessary to fulfil the purpose of the articles of association or in individual cases with the express consent of the person concerned.
2. The collection and processing of personal data, in particular also for work in the sense of the association's objectives, takes place within the framework of the provisions of the data protection law applicable to the association.

§ 23 Limitations of liability

1. The association, its governing bodies and persons acting on behalf of and in the interests of the association shall not be liable to members internally for damage or loss caused by negligence that members suffer in the course of the association's operations, when using the association's facilities or equipment or at events, insofar as such damage or loss is not covered by the association's insurance policies. Insofar as insurance cover exists hereunder, § 31a para. 1 sentence 2 BGB shall not apply.
2. If the persons referred to in paragraph (1) are held liable by third parties in the external relationship without intent or gross negligence, they shall have a claim against the Association for reimbursement of their expenses in defence against the claims and for indemnification against the claims of third parties.

V Final provisions

§ Section 24 Dissolution of the Association and accrual of assets

1. The dissolution of the association can only be decided in an extraordinary general meeting convened specifically for this purpose with a notice period of six weeks.
2. At least three quarters of all members with voting rights must be present at this meeting. If this majority is not reached, a further general meeting must be convened within 6 weeks, which then a quorum of the number of members present. This must be expressly stated in the invitation.
3. A majority of four-fifths of the votes cast is required to dissolve the Association.
4. Unless the General Meeting decides otherwise, the members of the Executive Board are appointed as liquidators in accordance with Section 26 BGB in the event of the dissolution of the Association.
5. In the event of the dissolution of the Association or the discontinuation of tax-privileged purposes, the assets shall be transferred to the World Health Organisation - European Centre for Environment and Health (WHO-ECEH), 53113 Bonn, which shall use them directly and exclusively for non-profit, scientific purposes.

§ 25 Validity of the Articles of Association

1. These Articles of Association were adopted by the General Meeting on 8 October 2024 and enter into force upon entry in the register of associations.