



German Interdisciplinary
Society for Vascular **A**nomalies e.V.



STATUTES

Status 06.2019

STATUTES

GERMAN INTERDISCIPLINARY SOCIETY FOR VASCULAR ANOMALIES (GISVA)

§ 1 NAME, REGISTERED OFFICE, FINANCIAL YEAR

1. The name of the association is „Deutsche interdisziplinäre Gesellschaft für Gefäßanomalien e.V.“ (DiGGefa), in English „German Interdisciplinary Society for Vascular Anomalies“ (GISVA).
2. The association has its registered office in Halle (Saale). It is listed in the register of associations.
3. The fiscal year of the association matches the calendar year.

§ 2 PURPOSE OF THE ASSOCIATION

1. The purpose of the association is the promotion of public health and public health care, especially the promotion of measures for the diagnosis, treatment and prevention of vascular anomalies and associated syndromes. The statutory purpose is realized in particular through the following planned measures:
 - a) Promoting and coordinating research, practice, and teaching in the interdisciplinary diagnosis and treatment of vascular anomalies and associated syndromes.
 - b) Establishing and maintaining a knowledge database on the various manifestations of vascular anomalies and associated syndromes with their diagnostic and treatment options.
 - c) Conception and realisation of national and international congresses and information events.
 - d) Public relations, e.g. through contributions to the public media, in order to free certain forms of vascular anomalies and associated syndromes from social stigma and to inform and raise awareness in society about existing and effectively evaluated treatment options in the field of these diseases.
 - e) Advising medical professionals on issues related to the vascular anomalies complex.
 - f) Participation in other societies and associations relevant to the German Interdisciplinary Society for Vascular Anomalies.
 - g) Promoting collaboration in the field of vascular anomalies throughout the German-speaking world.
2.
 - a) The association pursues exclusively and directly charitable purposes within the meaning of the section „Tax-privileged purposes“ of the German Tax Code. The association is selflessly active; it does not primarily pursue its own economic aims.
 - b) The association's funds may only be used for the purposes set out in its statutes. The members shall not receive any shares in the profits and, in their capacity as members, shall not receive any other benefits from the funds of the association. No person may be favoured by misappropriated expenses or by disproportionately high remuneration.
 - c) All holders of association offices are volunteers.
 - d) Any resolution on amendments to these statutes shall be submitted to the local tax office for their registration with the registry court.

§ 3 BECOME A MEMBER

1. Every natural person who has reached the age of 18 can become a full member of the association, as well as legal entities and associations of persons with legal capacity who are able to contribute to the realisation of the association's goals.
2. Upon proposal by the Executive Board, the General Assembly may appoint honorary members for life. Honorary membership is awarded on the basis of outstanding performance or special services to the association itself or its purpose.
3. Prerequisite for acquiring membership is a written application for admission, which is to be addressed to the Executive Board. The Board decides on the application at its own discretion. If the application is rejected, the Board is not obliged to inform the applicant of the reasons for the rejection.

§ 4 MEMBERSHIP

1. Membership ends
 - a) with the death of the member, in the case of legal entities with their dissolution;
 - b) by resignation;
 - c) by deletion from the list of members;
 - d) by exclusion from the association.
2. Resignation by written declaration to the Executive Board is possible at any time, with effect from the end of the calendar year.
3. A member may be deleted from the list of members by resolution of the Executive Board if he/she is in arrears with the payment of membership fees despite two reminders. The deletion may only be decided on after three months have elapsed since the second reminder was sent and the due debt has not been paid. The member must be informed of the deletion.
4. The exclusion of a member from the association can be decided by the Executive Board, if a member culpably violates the interests of the association in a gross manner and their continued membership harms the reputation and interests of the association. Before the resolution is passed, the Board must give the member concerned the opportunity to make an oral or written statement and suggest that he/she resign immediately. The decision to exclude a member from the association must be substantiated by the Board and announced by registered letter. The member concerned may appeal to the Board against the exclusion within one month of dispatch (postmark). The next ordinary General Assembly shall decide on the appeal.

§ 5 MEMBERSHIP FEES

1. Contributions shall be levied from the members. The amount of the annual contribution and its due date shall be determined by the General Assembly.
2. Honorary members are exempt from the obligation to pay dues.
3. In appropriate cases, the Executive Board may waive or defer contributions in whole or in part.

§ 6 ORGANS OF THE ASSOCIATION

Organs of the association are

- a) the General Assembly
- b) the Executive Board
- c) the Advisory Board
- d) the Expert Council
- e) the Sponsoring Group

§ 7 THE GENERAL ASSEMBLY

1. In the General Assembly every member present - also an honorary member – who is entitled to vote has one vote.
2. The General Assembly is responsible for the following matters:
 - a) Election and dismissal of the Executive Board;
 - b) Determination of the amount and due date of the annual membership fee;
 - c) Acceptance of the planning for the coming fiscal year;
 - d) Acceptance of the Executive Board's annual report;
 - e) Approval of past activities and projects of the Executive Board;
 - f) Resolution on the appeal against an exclusion decision of the Executive Board;
 - g) Appointment of honorary members;
 - h) Amendment of the statutes of the association and dissolution of the association;
 - i) Election of two auditors.
3. The General Assembly may decide on recommendations to the Executive Board in matters falling within the Board's area of responsibility. Equally, the Executive Board may seek the opinion of the General Assembly on matters within its own area of responsibility.

§ 8 CONVENING OF THE GENERAL ASSEMBLY

1. The ordinary General Assembly shall take place at least once a year. It shall be convened by the Executive Board with at least 4 weeks prior notice, either by letter or by e-mail, stating the agenda. The invitation shall be deemed as received by the member if it is addressed to the last address/e-mail address the member made known to the association.
2. The agenda shall be set by the Executive Board. Each member may request an addition to the agenda in writing to the Board no later than three weeks before the date of the General Assembly. The chairman of the meeting shall announce the addition at the beginning of the General Assembly.
3. The Executive Board can convene an extraordinary General Assembly at any time. It must be convened if the interest of the association requires it or if the convening is requested by 1/3 of all members in writing, stating the purpose and the reasons.

§ 9 THE RESOLUTION OF THE GENERAL ASSEMBLY

1. The General Assembly shall be presided over by the Chairman of the Executive Board, or if he is unable to do so, by the Vice-Chairman or another member of the Board. If no member of the Board is present, the Assembly shall determine the leader. In the case of elections, the chairmanship of the Assembly may be delegated to an election committee for the duration of the ballot and the preceding discussion.
2. To take minutes, a secretary shall be appointed by the chairman of the Assembly; a non-member may also be appointed secretary.
3. The voting method shall be determined by the chairman of the Assembly. The vote must be carried out by secret ballot if 1/3 of the voting members present vote in favour. Elections to the Executive Board are always held by secret ballot.
4. The General Assembly shall constitute a quorum if properly convened, irrespective of the number of members present. Voting rights may be transferred in writing via e-mail. Amendments to the statutes of the association are only possible after timely announcement in the invitation.
5. The General Assembly shall pass resolutions by a simple majority of the valid votes cast; abstentions shall be disregarded. However, a majority of 3/4 of the valid votes cast is required to amend the statutes of the association, and a majority of 9/10 is required to dissolve the association.
6. The following shall apply to elections to the Executive Board: If no candidate has received a majority of the votes cast in the first ballot, a run-off election shall be held between the candidates who have

received the two highest numbers of votes. The candidate who has received the most votes shall then be elected. In the event of an equal number of votes, the decision shall be made by the Chairman of the meeting drawing lots.

7. Resolutions of the General Assembly shall be recorded and signed by the secretary.
8. The General Assembly is not open to the public. The chairman of the meeting may admit guests. The Executive Board shall decide on the admission of the press, radio or television.

§ 10 THE EXECUTIVE BOARD

1. In accordance with § 26 BGB the Executive Board consists of the Chairman, his deputy (Vice-Chairman) and the Treasurer; each is authorized to represent the association alone. The Board is exempt from the restrictions of § 181 BGB.

The Executive Board shall be responsible for all matters of the association, unless they are assigned to another organ by the statutes of the association. Primarily, the Executive Board has the following tasks:

- a) Preparation and convening of the General Assembly as well as setting the agenda;
 - b) Execution of the General Assembly's resolutions;
 - c) Preparation of a plan for the coming fiscal year;
 - d) Drawing up a budget, accounting, preparation of the annual report;
 - e) Adoption of resolutions on the admission of members;
 - f) Appointment of members of the Advisory Board;
 - g) Appointment of members of the Expert Council;
 - h) Assigning the Expert Council to perform certain tasks; deciding on proposals by the Expert Council;
 - i) Supervision of the association's head office.
 - j) The Executive Board is entitled to make editorial changes to the statutes of the association, as well as those that are necessary due to requirements of courts or authorities.
3. The Executive Board is elected by the General Assembly for a period of three years counting from the date of election. It remains in office after the expiry of the term of office until a new election is held. Each member of the board is to be elected individually. Only members of the association are eligible for election. If a member of the Board resigns during the term of office, the Board may transfer the vacated office to a member of the Expert Council or the Advisory Council for the term of office and until a new election is held. This applies only to the remaining term of office of the resigned board member.

§ 11 MEETINGS AND RESOLUTIONS OF THE BOARD

1. The Board shall make decisions at meetings convened by the Chairman or, if the Chairman is unavailable, by the Vice-Chairman. The agenda of these meetings does not have to be announced. The notice period of one week shall be observed.
2. The Board has a quorum if at least two of its members are present. The majority of the valid votes cast shall be decisive in passing resolutions. In the event of a tie, the vote of the first Chairman shall count twice.
3. The Board may reach decisions by written procedure if all members of the Board agree.

Resolutions of the Board shall be recorded in the minutes and signed by the Chairman of the meeting. The protocol shall contain the place and time of the Board meeting, the names of the participants, the resolutions passed and the voting results.

§ 12 THE ADVISORY BOARD

1. The members of the Advisory Board are appointed by the Executive Board for a period of three years. The number of members of the Advisory Board shall be determined by the Executive Board.
2. The Advisory Board has an advisory function in:
 - a) Economic matters
 - b) Legal matters
 - c) Questions of further strategic development
3. (Dropped)
4. The Advisory Board elects one of its members as Chairman of the Advisory Board. A meeting of the Advisory Board shall take place at least once a year, which shall be convened in writing by the Chairman or Vice-Chairman of the Association with a notice period of at least four weeks. The majority of the votes cast shall be decisive in passing of resolutions; in the event of a tie, the vote of the Chairman of the Advisory Board shall count twice.

The members of the Executive Board have the right to participate in the deliberations of the Advisory Board and the right to discuss, but no voting rights. The members of the Executive Board shall be informed of the Advisory Board's meetings.

§13 THE EXPERT COUNCIL

1. In order to maintain the interdisciplinarity of the association, the Executive Board appoints an Expert Council consisting of different disciplines. The Expert Council has the task to provide the Executive Board with comprehensive advice and support.
2. The Executive Board commissions the Expert Council to perform certain tasks, in particular in the areas of further development of the database contents, public relations, quality assurance of counseling centers, promotion of research projects as well as further education and training of medical specialists. The Expert Council will submit proposals to the Executive Board regarding the respective areas of responsibility, on which the Executive Board of the association will decide.
3. The members of the Expert Council are appointed by the Executive Board for a period of three years. For the appointment, the professional differentiations of the association must be sufficiently taken into account. The number of members of the Expert Council is determined by the Executive Board. In addition, one further member of the Expert Council shall be appointed by the Sponsoring Group.
4. The Expert Council shall elect one of its members as Chairman of the Expert Council.
5. A meeting of the Expert Council shall be held at least once a year and shall be convened in writing by the Chairman or Vice-Chairman of the association with at least two weeks notice. The Expert Council has a quorum regardless of the number of members present. The majority of the votes cast shall be decisive in passing resolutions; in the event of a tie, the vote of the Chairman of the Expert Council shall count twice.
6. The members of the Executive Board shall have the right to participate in the deliberations of the Expert Council and the right to discuss, but shall not have the right to vote. The members of the Executive Board shall be informed of the meetings of the Expert Council.

§ 14 SPONSORING GROUP

1. The Sponsoring Group is the organ of funding members who agree to support the association financially with annual special contributions. The prerequisite for acquiring membership in the Sponsoring Group is a written application addressed to the Executive Board. The Board decides on the application at its own discretion without providing reasons.
2. The amount of the special contribution to be paid annually shall be determined by mutual agreement of the Sponsoring Group. A minimum special contribution of EUR 5,000 per year shall be deemed as agreed. An increase of the minimum special contribution requires the consent of at least three quarters of the members of the Sponsoring Group. The Executive Board decides on the use of the funds

- raised by the Sponsoring Group by a majority of its votes. The funds may only be used for purposes in accordance with the statutes. The Sponsoring Group has a right of initiative.
3. A meeting of the Sponsoring Group shall be held at least once a year. It is convened by the Chairman or the Vice-Chairman of the association in writing, orally by telephone or by e-mail with a notice period of two weeks. The Sponsoring Group must be convened if at least two thirds of its the members request the convening in writing to the Executive Board. If the request is not complied with within a period of two weeks, the members of the Sponsoring Group who have requested the convocation by the Executive Board are entitled to convene the Sponsoring Group themselves.
 4. The Sponsoring Group constitutes a quorum if the meeting has been duly convened.
 5. The Sponsoring Group shall form its opinion by passing resolutions. Unless otherwise stipulated, the majority of the votes cast shall be decisive in passing resolutions.
 6. All members of the Executive Board have access to the meetings of the Sponsoring Group, including the right to discuss, but no voting rights. The members of the Executive Board shall be notified of the meetings of the Sponsoring Group.
 7. The Sponsoring Group will appoint one of its members as member of the Expert Council in addition to the Council members appointed by the Executive Board.
 8. The members of the Sponsoring Group are permitted to refer to their membership in the Group within the framework of the professional code of conduct by means of publication and public statements. Furthermore, they are entitled to present their products and/or services in the publications of the association for an appropriate fee to be paid to the association.
 9. Membership in the Sponsoring Group may be terminated with three months prior notice to the end of a fiscal year of the association. This does not affect the status of the person giving notice as an ordinary member of the association.

§ 15 DISSOLUTION OF THE ASSOCIATION

1. The dissolution of the association can only be decided by the General Assembly with 9/10 of the valid votes cast. Unless the General Assembly decides otherwise, the members of the Executive Board are jointly authorized liquidators. This also applies in the event that the association is dissolved for another reason or loses its legal capacity.
2. In the event of dissolution or termination of the association or in the event its previous tax-privileged purpose ceases to exist, the assets of the association shall be transferred to the Bundesverband angeborene Gefäßfehlbildungen e.V. (Federal Association for Congenital Vascular Malformations), which shall use them directly and exclusively for non-profit or charitable purposes.
3. The statutes above were established at the Founders' Meeting held on 21.1.2017.
4. On 09th February 2017, the association has been listed in the register of associations of the Stendal district court under the register of associations no. VR 4762.

