

Statutes of the association

EuroScan international network

I Foundations of the association

§ 1 Name, registered office, purpose, fiscal year

1. The association has the name “EuroScan international network“. With entry in the Register of Associations, the association has the suffix “e.V.” (Registered Association).
2. The association’s registered office is Cologne.
3. The purpose and objective of the association are support and implementation of varied measures for
 - a. furthering of science and research and for
 - b. furthering of public health and the public health provisions, observing ethical rules and transparency rules as well as avoiding 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 amended with the consent of all the members of the association according to § 33, subsection 1, sentence 2 German Civil Code.
5. These measures for the achievement of the objectives of the association in particular entail:
 - Identification and collection, early description and production of information about new and emerging or obsolete technologies, methods or products in clinical application and in health systems.
 - furthering scientific cooperation and projects across national, administrative and cultural borders,
 - help in new construction and development of institutions
 - development of methods and structures for exchange of knowledge
 - implementation of events and operation of information platforms
 - co-operation with other groups or networks on a technical, administrative and health policy / decision level on local, regional, national or international level.
6. The fiscal year is the calendar year.

§ 2 Charitable status

1. The association exclusively and directly pursues charitable purposes in the sense of the “Tax-Benefited Purposes” of the German Fiscal Code.
2. It is selflessly active and primarily does not pursue commercial purposes for itself.
3. The association’s funds may only be used for purposes in accordance with the statutes.
4. The members do not receive any appropriations from the association’s funds.
5. No person may be benefited by expenditure foreign to the association’s purpose or by disproportionately high remunerations.
6. Leaving members shall not have any claims against the association to payment of the value of a share in the association’s assets.

II Membership of the association, members' rights and duties, contributions

§ 3 Members of the association

1. All major natural and legal entities who concern themselves with the objective of the association and whose financial or professional interests are not contrary to the association's objectives can become members of the association.
2. The association has the following members:
 - a. ordinary members,
 - b. supporting members,
 - c. cooperative members,
 - d. honorary members.
3. Ordinary members can be all natural entities or institutions and organisations (legal entities) which concern themselves with border-crossing tasks of research, doctrine and/or provisions in the field of health technology assessment (HTA) or evidence-based medicine (ebM).
4. Natural and legal entities wishing to support the association and its tasks ideally or materially can become supporting members of the association. They do not pay a general membership contribution and have no voting right. The supportive contribution is set by the Board in accordance with the code of procedure. They can attend the Meeting of the Members.
5. Cooperative members can be institutions and organisations which concern themselves with border-crossing tasks of research, doctrine and/or provisions in the field of early awareness of health related technologies, health technology assessment (HTA) or evidence-based medicine (ebM) and are involved in health-supportive measures in a specific way. They do not pay a general membership contribution and have no voting right. They can attend the Meeting of the Members.
6. Honorary members are persons who have obtained merits with the furthering and the work of the association. The Meeting of the Members shall decide on the inclusion of honorary members.
7. Each member ensures availability for the transmission of information by providing an electronic address (e-mail address). The association shall transmit all documents to the member via this address. Proper transmission of the e-mail shall be sufficient for receipt.

§ 4 Acquisition of membership

1. A member shall be accepted by a resolution of the Board on the basis of a written application for inclusion which is to be addressed to the association.
2. A rejection of the application for inclusion by the Board, which shall not require substantiation, shall be incontestable.
3. Membership shall commence with the confirmation in a textual form by the association.
4. There shall be no legal claim to inclusion in the association.
5. The Board can exclude a member for good and sufficient reason - in particular in conduct damaging the association - with a simple majority.

§ 5 Ending of the membership

1. The membership of a member shall end by resignation, exclusion, death of the natural person or dissolution of the legal entity.
2. Upon departure from the association, all the member's rights and duties towards the association shall expire.
3. Existing contribution duties towards the association shall remain unaffected.

§ 6 Resignation from the association - termination of membership

A member shall resign by written declaration to the office by 30.9. of the fiscal year, which shall take effect as per the end of the year.

§ 7 Exclusion from the association

1. Exclusion of a member can be resolved by the Board if the member:
 - a. breaches the provisions of the statutes, ordinances or the association's interests,
 - b. does not comply with the orders or resolutions of the association's executive organs;
 - c. is in arrears with payment of financial obligations towards the association despite two written reminders.
2. Before the decision on exclusion, the Board shall give the member the opportunity of making oral or written comments; the member shall be requested to do this in writing, complying with a period of four weeks.
3. The decision on the exclusion shall be substantiated in writing and notified to the party in question in writing.
4. An appeal, on which the next Meeting of the Members shall decide, can be lodged against the resolution to exclude a member within a period of four weeks following notification of the exclusion.
5. The appeal made against the exclusion shall not have a suspensive effect. If the Meeting of the Members allows the appeal, the membership of the association shall only be continued from this moment.

§ 8 Contribution payments and duties

1. The members shall be obliged to pay contributions to the association, the amount of which shall be resolved by the Meeting of the Members upon proposal by the Board.
2. The following contributions shall be paid by the members:
 - a. an annual membership contribution for ordinary members (according to §3 subsection 2a) ,
 - b. an annual supportive contribution for supporting members (according to §3 subsection 2b).
3. The Board is authorised to stay existing and future contribution duties for individual members upon application. The member must credibly portray the reasons for the application and prove them in the individual case.

4. Further details on contributions can be regulated in the contribution regulations, which shall be resolved by the Meeting of the Members.

III Executive organs of the association and their tasks

§ 9. Executive organs of the association

1. The association's executive organs are:
 - a. - the Meeting of the Members and
 - b. - the Board according to § 26 German Civil Code.

§ 10 Meeting of the members

1. The Meeting of the Members is the superior executive organ of the association.
2. All members belong to the Meeting of the Members. It consults and passes resolution at Meetings of the Members. Only ordinary members and honorary members have a voting right at the Meeting of the Members.
3. A Meeting of the Members shall be held at least once a year.
4. The Board shall be obliged to convene an Extraordinary Meeting of the Members if no less than one third of the members so request in writing, stating the reasons.
5. The date and the agenda of the Meeting of the Members shall be notified by the Board six weeks in advance in the association's own area of the Internet.
6. The members of the association are also personally invited via their registered e-mail address.
7. All members shall be entitled to submit applications on the proposal with substantiation in writing to the Board up to four weeks before the date of the Meeting of the Members.
8. The agenda shall be set by the Board and notified two weeks before the Meeting of the Members in the association's own area of the Internet.
9. The Meeting of the Members shall be chaired by a member of the Board named by the Board. At the start of the meeting, a secretary for the minutes shall be elected by the Board.
10. Each Meeting of the Members which has been convened properly shall be quorate without regard for the number of members present.
11. Meetings of the Members shall not be public. Non-members can be admitted by application. The Board shall decide on the matching application.
12. Minutes, to be signed by the meeting Chair and the secretary for the minutes, shall be taken concerning the resolutions of the Meeting of the Members.
13. Further details on holding Meetings of the Members are regulated by the association's code of procedure.

§ 11 Responsibilities of the Meeting of the Members

1. The Meeting of the Members is in particular responsible for the association's following matters:
 - a. acceptance of the Board's reports
 - b. discharge of the Board on the basis of the auditors' report

- c. election and recall of the members of the Board,
- d. election and recall of the auditors,
- e. changes to the statutes and passing of resolution on the dissolution of the association,
- f. appointment and withdrawal of honorary memberships,
- g. passing of resolution on applications which have been submitted.

§ 12 General matters on the way of working of the executive organs and their members

1. Each office in the association shall commence upon acceptance of the election and shall end with resignation, recall or acceptance of the election by the newly elected successor in office.
2. Function as an organ in the association shall presuppose ordinary membership of the association.
3. Absentees can only be elected to a function as an organ if they have declared acceptance of the election to the Board in writing. After the election, acceptance of the election must be confirmed once more. The members shall be informed about the acceptance of the election in the association's Intranet area.

§ 13 Board

1. The Executive Board according to the statutory foundation shall comprise five persons, who must belong to the association and an ordinary member organisation (legal entity):
 - a. a President,
 - b. a Vice-President,
 - c. a Scientific Director
 - d. a Registrar and
 - e. a Secretary-General.
2. The Managing Board, in accordance with the law, consists of three persons, the President, the Vice-President and the Secretary-General.
3. The President, the Vice-President, the Scientific Director and the Registrar shall be elected by the Meeting of the Members for a term of three years. Re-election in the office in question shall be permissible once.
4. The Secretary-General shall be elected for a term of 5 years. Multiple re-election shall be admissible. He shall run the office. The person shall belong to the organisation commissioned with attending to the office.
5. If a person withdraws from office prematurely, there shall be subsequent appointment by the Board. The person shall remain in office until the next ordinary new election.
6. The members of the Managing Board shall also represent the Association on their own in court and out of court. They act in accordance with the requirements, in coordination and on behalf of the entire managing board and the association.
7. The President represents the association towards the public. He is responsible for proper management of the Board's business in accordance with the statutes and takes the chair at Meetings of the Members and of the Board.

8. If the President is absent due to longer-term illness or longer-term non-availability (more than three weeks), the Vice- President shall represent the President of the association for the period of the absence.
9. The Vice- President is responsible for the work and projects on the technical and methodical assistance provided by the association.
10. The Scientific Director coordinates the scientific projects and methodical work in the association.
11. The Registrar assumes the tasks of the internal audit with a view to correct management of the financial business and also the tasks of elaborating and controlling the cooperative partnership agreements and of applications by the members.
12. If the Scientific Director, the Vice-President or the Registrar is absent due to longer-term illness or longer-term non-availability (more than three weeks), (a) member(s) appointed by the Board take(s) over the matching functions of these posts. This measure shall be notified to the members of the association via its own Intranet area immediately after the decision.
13. The Secretary-General is entitled to represent alone in all financial matters (in particular banks). He can attend to the office's requirements and tasks in daily work independently within the funds provided and shall be liable to accounting to the Board and the Meeting of the Members.
14. In the absence of the Secretary-General through long-term illness or long-term unavailability (more than three weeks), another member of the Executive Board shall represent the Secretary-General for the period of absence.
15. The Board guides and manages the association in accordance with the statutes and the orders as required by the association's purpose and interests. Within the framework of its overall tasks, the Board regulates the areas of tasks and responsibility of its members itself, with the exception of the functions named in the statutes and the orders, and issues a schedule of responsibilities. It also meets regularly, making use of electronic means (e.g. telephone conferences and videoconferences). Minutes are taken of the meetings.
16. The Board is responsible for all affairs of the association to the extent that they have not been expressly assigned to another executive organ according to these statutes.
17. The Board can issue a code of procedure for itself and record the specific organisation of the tasks and activities assigned to it according to the statutes in it.

§ 14 Auditors

1. For the auditing, two persons not belonging to the Board shall be elected by the Meeting of the Members.
2. The auditors' term of office shall be 2 years. If an auditor is no longer available during his term of office, the auditing shall be attended to by the remaining person alone.
3. The auditors shall produce a report to grant discharge to the Board and shall apply for discharge at the Ordinary Meeting of the Members. This can also be done in writing.

IV Association life

§ 15 Secretariat

1. The secretariat supports the association in all the latter's affairs internally and also externally.
 - a. The secretariat's work and tasks are attended to by a member organisation.
 - b. The secretariat is managed by the Secretary-General.
 - c. An organisation is elected on the basis of a written application by the organisation. The organisation is elected by the Meeting of the Members and commissioned with attending to the tasks for a term of 5 years.
 - d. If the organisation leaves, the commissioning of a secretariat shall be done by the Board until the next regular Meeting of the Members.
 - e. Further details can be regulated in a code of procedure to be resolved by the Board.

§ 16 Voting right and eligibility

1. A voting right at the Meeting of the Members shall accrue to all ordinary members and honorary members.
2. The voting right can only be exercised personally. In legal entities, the voting right shall be exercised by the natural entity named by the legal entity. Naming shall be done in a textual form and can be changed by the legal entity at any time by notification to the President.
3. All natural entities shall be eligible for election to all committees and executive organs of the association.

§ 17 Passing of resolutions and elections

1. The Meeting of the Members shall be quorate without regard for the number of members present to the extent that the statutes do not provide for a deviating regulation elsewhere. The Board shall be quorate if 3 or more members of the Board are present.
2. The association's executive organs shall pass their resolutions with the simple majority of the votes cast, to the extent that these statutes do not provide for a deviating regulation. Abstentions and invalid votes are not taken into account. Equality of votes means rejection. The same shall apply to elections.
3. If the necessary simple majority is not achieved at elections, the ballot shall be repeated, with the relative majority then deciding.

§ 18 Changes to the statutes

1. Changes to the statutes are made by a resolution of the Meeting of the Members with a majority of three quarters of the votes cast. The planned change to the statutes must be presented in writing with the convening.

2. Changes to the statutes demanded by authorities and / or courts for formal reasons can be implemented by the Board without a Meeting of the Members. They shall be notified to the members directly via the association's internal Internet area.

§ 19 Remuneration for activity in the association, reimbursement of expenditure

1. The executive offices in the association are exercised on an honorary basis as a matter of principle. The statutes can expressly admit exceptions from this.
2. If required, members can become active within the framework of the possibilities of budget law against payment of a reimbursement of expenditure according to § 3 no. 26a German Income Tax Act. The decision on activity for the association for payment shall be made by the Board.
3. The same shall apply to the contents and the ending of contracts.
4. Apart from this, the members and employees of the association shall have a claim to reimbursement of expenditure according to § 670 German Civil Code for expenditure incurred by them as a result of activity for the association. This shall in particular include costs of journeys, travelling expenses, postage, telephone etc.
5. Further details shall be regulated by the association's financial rules, which shall be issued and amended by the Meeting of the Members.

§ 20 Minutes

1. The resolutions passed by the executive organs shall be recorded in writing and signed by the secretary for the minutes and the meeting Chair in question.
2. Minutes shall be taken as minutes of resolutions.
3. The members shall have the right to insight into the minutes of the Meeting of the Members and can claim objections against the contents of the minutes in writing towards the Board within a period of four weeks. The Board shall decide on the complaint and shall notify the member of the outcome.
4. Further details of the translation of minutes and the official correspondence shall be regulated in the code of procedure.

§ 21 Ordinances of the association

1. The association shall give itself ordinances to regulate the internal sequences of association life.
2. All the ordinances are not an integral part of these statutes and are therefore not entered in the Register of Associations. The ordinances may not contradict the statutes.
3. As a matter of principle, the Meeting of the Members shall be responsible for issuing, amending and cancelling an ordinance to the extent that no deviating regulation is made elsewhere in these statutes.
4. Ordinances can be issued if required for the following areas and fields of activity:
 - a. code of procedure for the association's executive organs
 - b. ordinance for the management
 - c. financial ordinance

- d. contribution ordinance
 - e. ordinance for supportive memberships
 - f. ordinance for the furthering of scientific projects
5. To take effect, the ordinances must be notified to the addressees of the ordinances in question, in particular the association's members. The same applies to amendments and cancellations.
 6. The Board gives itself its own working rules for the performance of its work. They are resolved by the Board, are not an integral part of the statutes and are not entered in the Register of Associations. The working rules are notified to all the members. They may not contradict either the statutes or the business ordinances.

§ 22 Data protection guideline

1. Recording and processing of members' and employees' personal data are only done to the extent that this is necessary to fulfil the purpose of the statutes or express approval from the person in question exists in the individual case.
2. Recording and processing of personal data, in particular and also in work in the sense of the association's objectives, shall only be done within the framework of the provisions of the data protection act valid at the time for the association.

§ 23 Limitations of liability

1. The association, the members of its executive organs and the persons acting by order in the association's interest and for its purposes shall not be liable in the internal relationship towards the members for damage or loss caused negligently which members suffer within the framework of the operation of the association, in the use of the association's amenities or appliances and devices or at events, to the extent that such damage or losses have not been covered by the association's insurances. To the extent that insurance coverage accordingly exists, § 31a subsection 1 sentence 2 German Civil Code shall not be applicable.
2. If the persons according to subsection (1) are made liable by third parties in the external relationship without malice aforethought or gross negligence existing, they shall have a claim against the association for reimbursement of their expenditure for the aversion of the claims and also indemnification against the third parties' claims.

V Final provisions

§ 24 Dissolution of the association and incurred assets

1. Dissolution of the association can only be resolved at an Extraordinary Meeting of the Members convened specifically for this purpose complying with a period of notice of six weeks.
2. At this meeting, at least three-quarters of all members with voting rights must be present. If this majority is not reached, a further Meeting of the Members must be convened within six weeks, which shall then be quorate without regard for the number of members present. Reference shall expressly be made hereto in the convening.
3. For dissolution of the association, a majority of four fifths of the votes cast shall be necessary.
4. If the Meeting of the Members does not resolve differently, the members of the Board according to § 26, German Civil Code, shall be appointed as liquidators in the event of dissolution of the association.
5. If the association is dissolved or if tax-benefited purposes no longer exist, the assets shall pass to the World Health Organisation - European Centre for Environment and Health (WHO-ECEH), 53113 Bonn, which shall use them directly and exclusively for charitable, scientific purposes.

§ 25 Validity of the statutes

1. These statutes were resolved by the Meeting of the Members on 23 March 2017 and take effect upon entry into the Register of Associations.