

European Academy for Environmental Medicine

Europäische Akademie für Umweltmedizin
Académie Européenne de Médecine de l'Environnement
Accademia Europea di Medicina Ambientale

Statute

§ 1 Name and Location

The Academy shall have the name

“European Academy for Environmental Medicine”

It will be domiciled in Würzburg and is to be enrolled in the Register of Societies and Associations. After registration, the Academy shall bear the name “European Academy for Environmental Medicine e. V.,” hereinafter referred to as “the Academy.”

The financial year of the Academy is coincident with the calendar year.

§ 2 Object

The object of the Academy is the promotion

- of preventive environmental protection and health services,
- of science and research,
- and of sanitary education and training

in Europe, with the particular purpose of developing, promoting, and qualifying approaches in attendant environmental medicine, thereby serving the common welfare.

This statutory object shall be accomplished specifically by means of

- holding scientific events and running research projects,
- continuing advanced and supplementary vocational training,
- awarding research contracts,
- advising institutions and organizations of the healthcare system and members of the corresponding professions, particularly physicians,
- and publications and public relations activities

on an international, predominantly European scale.

The Academy shall exclusively and directly pursue public-minded and nonprofit-making objects in accordance with the “Tax Privileged Objects” section of the German tax code.

The Academy operates altruistically. It does not primarily pursue profit-oriented commercial objects. The resources of the Academy may only be used for statutory objects. On application, members may claim reimbursement for expenses incurred during their activities on behalf of the Academy. As far as lump-sum and marginal tax rates are applicable, reimbursements shall be limited to the size of these amounts.

No individual person may unduly benefit from expenses foreign to the object of the Academy, or from disproportionately high remuneration.

§ 3 Membership

Membership is divided into

- a) Full members possessing voting rights and eligibility
- b) Supporting members with the right to attend meetings and to voice their opinions, however without eligibility and the right to vote.
- c) Institutions, environmental medical associations, and other organizations whose own purpose and functions resemble those of the Academy and support the Academy's fulfillment of its functions. With admission as a full member, these associations or organizations shall obtain one vote (the right to vote without eligibility).

Membership applications are to be made in writing to the Board of Directors, which will decide on acceptance. In case of a rejection of the application, the Board shall not be obliged to offer relevant grounds.

The Board may also appoint honorary members.

§ 4 Discontinuation of Membership

Membership terminates on the death of a member, through voluntary withdrawal, expulsion, or loss of status of a legal entity.

Withdrawal is effected by means of a written statement addressed to the committee office.

It shall only be permissible in relation to the close of a calendar year and subject to three months' notice. There shall be a confirmation of the withdrawal by the committee's office. In case of cancellation the total membership fee is due for this calendar year.

A member may be expelled by resolution of the General Meeting with a majority of $\frac{3}{4}$ of the valid votes submitted by the members in attendance, if he/she is in gross violation of the interests of the Academy. It is also possible that the managing board shall exclude a member if the membership fees have not been paid until 1st of October of the calendar year in spite of two reminders.

§ 5 Membership Fees

The members are obligated to contribute membership fees to the Academy. The amount of the annual contribution shall be determined by the General Meeting according to proposals from the Board of Directors (§11.5). Fees may be determined in varying amounts according to membership groups.

The membership fees are annual subscriptions. They shall become due in advance to 1st of March of each calendar year. New members, having joined the academy in the second half of the calendar year, shall only pay half of the annual fee during the first business year.

§ 6 Bodies and Committees of the Academy

The Bodies of the Academy shall be the Board of Directors and the General Meeting.

The Board may appoint working parties as well as a committee, which will serve to advise the Board as to the management of the Academy, particularly with regard to scientific and social demands. Working parties and the committee are not characterized as Bodies of the Academy. Appointment to and service in them are not limited to the circle of membership.

§ 7 Board of Directors

The joint Board of Directors consists of up to 7 members.

Pursuant to § 26 BGB the members of the joint Board of Directors shall elect the executive board out of their own ranks, consisting of the first chairman/chairwoman, the second and third chairman/chairwoman and the manager of the committee's office. The office of managing director may be led in the form of an interlocking chairmanship with the first, second or third chairman. These Members of the Board shall represent the Academy in and out of court, they shall be individually authorized to represent.

§ 8 Functions and Responsibilities of the Board

The Board of Directors shall be competent for all affairs of the Academy, provided they are not assigned to another of its Bodies by the Articles of Association. Its responsibilities specifically include

- management of the Academy and its day-to-day activities and transactions
- acting upon and executing the resolutions of the General Meeting
- preparation and summoning of the General Meeting and setting the agenda
- preparation of the budget program, drawing up of the annual report
- presentation of the annual planning
- decisions as to membership applications and the expulsion of members.

The Board shall design an organizational chart and establish rules of procedure to govern its work.

§ 9 Election of the Board

The joint Board of Directors shall be elected by the General Meeting, block voting is possible. Only full members of the Academy may become members of the Board. Board members shall be elected for a period of four years. Members shall remain in office until their responsibilities have been transferred to their successors.

In case of premature withdrawal of a member of the Board, the entire Board may appoint a substitute member of the board.

This decision shall be voted on for approval by the members during the next annual meeting.

Discontinuation of membership **in the Academy** shall also terminate the office of member of the Board.

§ 10 Meetings of the Board

The Board shall pass its resolutions in meetings convened by an exclusively representative Chairman/Chairwoman.

A quorum is constituted when the majority of the Members of the Board are in attendance after having been duly and properly summoned. Board resolutions are passed according to the majority of votes. An equality of votes is decided by the vote of the Chairman/Chairwoman or, in case of his/her absence, by the vote of the Second Chairman/Chairwoman.

§ 11 General Meeting

Every full member has one vote in the General Meeting. It is admissible to transfer votes to other full members. A written statement to this effect must be submitted to the Meeting's Chair before the Meeting is opened. Every full member in attendance may have up to two votes transferred to him/her.

The General Meeting is competent for the following matters:

1. Election and recall of the Board, and approval of the Board's acts
2. Appointment of two cash auditors
3. Passing the annual planning and the budget
4. Decisions as to amendments of the Articles of Association and the Academy's dissolution.
5. Further responsibilities, insofar as they arise from the Articles of Association or from relevant legislation

Ordinary General Meetings shall be convened annually by the Board of Directors, with a notice of four weeks and by written summons including the relevant agenda.

Extraordinary General Meetings may be convened by the Board of Directors. This shall become mandatory, if 1/3 of the voting members submit a written motion giving relevant grounds.

The General Meeting constitutes a quorum when it has been duly and properly summoned.

Resolutions of the General Meeting are passed with the simple majority of the valid votes submitted. Proposed amendments of the Articles of Association must appear in the agenda included in the written summons and require a $\frac{3}{4}$ majority from the voting members in attendance. This shall be based on the valid votes as submitted. Changing the statutory object of the Academy shall require the approval of $\frac{3}{4}$ of all voting members. This approval may also be submitted to the Board of Directors in writing and be entered into the General Meeting's record.

The proceedings of the General Meeting are to be entered into a written record, which must be signed by one of the representative Directors and the recording clerk.

§ 12 Dissolution

The dissolution of the Academy must be effected by a resolution of the General Meeting with a $\frac{4}{5}$ majority from the voting members. In case of the dissolution of the Academy or the forfeiture of tax-privileged objects, the Society's assets shall be transferred to WWF Section Germany. This association must then use these assets exclusively and directly for public-minded or charitable purposes.

If the Academy is dissolved merely with a view to changing the relevant legal status or to facilitating a merging with a similar second association, thereby warranting the continuing exclusive and direct pursuit of the object of the previous Society by the new legal entity, then the Academy's assets shall pass into the possession of this new legal entity.

If the liquidation of the Academy's assets is required due to dissolution of the Academy or forfeiture of legal capability, then the Chairpersons in office at this moment shall act as liquidating agents, provided that the General Meeting does not resolve on appointing another liquidator, with a majority from $\frac{3}{4}$ of the voting members in attendance and during the course of a duly and properly summoned General Meeting.

Würzburg, 5th July 2013

Dr. med. Peter Ohnsorge
Managing Chairman