

# **Articles of Association**

## **§ 1 name and seat**

1. The association founded on June 12, 2023, has the following name: MENABIP.
2. The association should be entered in the register of associations. From the time of registration, the association carries the addition "e.V (registered non-profit organization )".
3. The association is based in Heidelberg.
4. The association's financial year is the calendar year.

## **§ 2 purpose of the association**

1. The association pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Fiscal Code (AO).
2. The purpose of the association is the promotion of science and research within the meaning of § 52 Paragraph 2 No. 1 AO.
3. The purpose of the statutes is realized through the following activities:
  - by conducting scientific events;
  - through international exchange; - through the publication of a specialist journal.
4. The association is selflessly active and does not primarily pursue its own economic purposes.
5. Funds of the association may only be used for statutory purposes. The members do not receive any allowances from the funds of the association.
6. Furthermore, no person may be favored by expenses that are alien to the purpose of the association or by disproportionately high remuneration.

## **§ 3 selfless activity**

The association does not pursue any self-financing purposes.

## **§ 4 use of funds**

All funds of the association may only be used for the purpose specified in these statutes. Donations or profit shares of the association to members of the association are excluded.

## **§ 5 Prohibition and Favors**

Benefits to persons in the form of expenses or disproportionately high remuneration that are alien to the purpose of the association are excluded.

## **§ 6 Acquisition and Termination of Membership**

1. Both natural and legal persons can become members of the association.
2. Membership must be applied for in writing. The Executive Board decides on their admission.
3. Members may withdraw from the association at any time. The resignation must be declared in writing to the Board of Directors.
4. Members whose behavior grossly violates the interests of the association can be expelled from the association. The General Assembly decides on the exclusion of the affected members. In particular, the following reasons can lead to an exclusion:  
  
in the case of regular disturbances within the association; in the event of conviction for unlawful conduct; in the event of human rights violations.
5. Membership ends with the death of the member or with the termination of membership.
6. The resigned or expelled member has no claim against the association's assets.

## **§ 7 Rights and duties of the members**

1. Each member is obliged to observe and comply with the provisions of these association statutes and the association regulations.
2. Each member is obliged to observe the purpose of the association, to promote the interests of the association and, as far as is in his power, to support the life of the association through his cooperation.
3. Every member may take part in the general assembly.
4. Each member has the same right to vote and vote in the general assembly.
5. Absent members can also exercise their voting and election rights by postal voting or comparable, secure electronic voting methods.
6. Every member has the right to use the association's facilities and to take part in association events.

## **§ 8th posts**

1. Association members are obliged to pay membership fees. The amount and due date of the association fees are determined by the general assembly.
2. The following member groups are exempt from the obligation to contribute: honorary members, board members; medical students under 23 years of age

## **§ 9 organs of the association**

The organs of the association are as follows:

- a) the General Assembly
- b) the board of directors
- c) the committees

## **§ 10 General Assembly**

1. The regular general meeting takes place once a year. This general meeting should be held in the first quarter of each financial year if possible. Furthermore, an extraordinary general meeting must be convened if the interests of the association require it or if at least 1/4 of the members request it in writing, stating the purpose and reasons.
2. General meetings are convened by the board of directors in writing or in text form by e-mail, stating the agenda. The invitation period for each general meeting is: 1 month.
3. The board of directors can decide that the general meeting takes place in a virtual room, without the presence of the members at the meeting place (online general meeting). Members can participate in this meeting and exercise their membership rights by means of electronic communication.
4. At the online general meeting, the board must ensure that only members of the association can participate through appropriate access restrictions and that the participating members of the association can be identified (e.g. by using their real name as a user name).
5. The chairman of the meeting is the first chairman. If the first chairman is unable to attend, the second chairman chairs the meeting. If neither the first chairman nor the second chairman are present, a chairman of the meeting will be elected by the general meeting.
6. If the secretary is absent, he will be elected by the general assembly.
7. Each general meeting that has been duly convened has a quorum regardless of the number of members actually present.

8. The resolutions of the general meeting are passed with a simple majority of the valid votes cast. Any change to the statutes or the purpose of the association requires a majority of 1/4 of the valid votes cast.
9. Minutes must also be taken of the resolutions of the general meeting. The minutes are to be signed by the chairman of the meeting and the secretary.
10. Applications can be made by:
  - a) any adult member
  - b) by the board of directors
11. Applications must be received by the board of the association two weeks before the general meeting. If the request is received later, it may only be considered if the urgency is affirmed with a 2/3. The same applies to amendments to the Articles of Association.

## **§ 11 Voting rights and eligibility**

Members who have reached the age of 18 have voting and election rights.

## **§ 12 board of directors**

1. The board consists of:
  - the chairman
  - the Vice-Chairman
  - the cashier/treasurer
2. The Board of Directors conducts business in accordance with the Articles of Association and the resolutions of the General Assembly. It makes its decisions with a simple majority. In the event of a tie, the vote of the chairman or, in his absence, the vote of his deputy decides. The board organizes and monitors the affairs of the association, the activities of the departments and reports to the general meeting about its activities. The Executive Board is entitled to set up committees for specific purposes. The Executive Board can issue binding regulations.
3. The association is represented in and out of court by each board member as a sole authorized representative.
4. The members of the Board of Directors are elected for four years. Re-election is permissible. The incumbent board members remain in office until a new board is elected.
5. The members of the Management Board are entitled to reimbursement of expenses in accordance with Section 27 (3) in conjunction with Section 670 of the German Civil Code. This claim relates to all actual expenses that have arisen in connection with their work for

the association. These include, in particular, travel expenses, travel expenses, postage, expenses for office supplies, rent and telecommunications costs. The expenses must be verifiable to the association with verifiable evidence.

### **§ 13 honorary members**

The General Assembly can appoint persons who have rendered outstanding service to the association to be honorary members with a simple majority of those entitled to vote. Honorary membership can be revoked by the General Assembly with a simple majority. They have voting rights and are exempt from paying contributions.

### **§ 14 auditor**

1. The general meeting elects a cash auditor for a period of one year, who may not belong to the board or a committee.
2. The cash auditor has to examine the cash register or accounts of the association, including the books and receipts, factually and mathematically at least once in the financial year and submit a written report to the board of directors.
3. The cash auditor submits an audit report to the general meeting and applies for the discharge of the board of directors if the cash transactions are conducted properly.

### **§ 15 Dissolution, seizure of the association's assets**

1. The association can be dissolved with a 3/4 majority of the valid votes cast.
2. Liquidators are the first chairman and the vice-chairman (or treasurer). The general meeting is entitled to appoint two other members of the association as liquidators.
3. If the association is dissolved or if tax-privileged purposes cease to exist, the assets of the association, insofar as they exceed existing liabilities, will go to the legal entity named below:

#### **Médecins Sans Frontières (Doctors Without Borders)**

This legal entity must use the assets directly and exclusively for charitable, charitable or church purposes.

### **§ 16 Come into effect**

The statutes were adopted in the present form on June 13th, 2023 by the general meeting of the MENABIP association and will come into force after entry in the register of associations.