



## Articles of Association

### **§ 1 Name and registered office**

- (1) The society is named 'European Society of Integrative Medicine' (ESIM).
- (2) The society shall be registered in the register of associations.
- (3) The registered office of the society is in Berlin.

### **§ 2 Purpose**

- (1) The aim of the European Society of Integrative Medicine is the advancement of science, research, education and further training, support for medical care and providing advice on policy in the realm of integrative medicine (the interaction between conventional and complementary medicine). This includes holding scientific events and conducting dialogue with professional health care and public health associations and institutions. The work of the European Society of Integrative Medicine is altruistic and seeks to be for the benefit of the general public.
- (2) All scientific results from the Society's activity will be promptly published in international professional journals and presented at events open to the general public.
- (3) The Society is committed to independent scientific information and opinions and to state and group political neutrality.

### **§ 3 Not for profit**

- (1) The Society exclusively and directly pursues the non-profit objectives referred to in § 2 within the meaning of the section "Purposes subject to favourable tax treatment" of the Tax Code. The ESIM Society is non-profit and its own profitability is not its primary objective.
- (2) Contracts shall be awarded only to auxiliaries within the meaning of § 57, paragraph 1, sentence 2 of the Tax Code.
- (3) The Society's funds may only be used for purposes as laid down in the Articles of Association. Members receive no benefits from the Society's funds, but at most, appropriate reimbursement of expenses.

(4) No person may benefit from expenditures that are outside the purpose of the Society or from disproportionately high reimbursements.

(5) Outgoing members have no right to payment of the value of a share of the Society's assets.

(6) ESIM is autonomous from other institutions. This applies in particular to institutions or firms that pursue economic interests.

(7) The Society has the right to every type of administration of its own assets, insofar as it is not in conflict with tax regulations. To achieve its objectives, the Society may acquire, use and manage third party funds.

#### **§ 4 Financial year**

(1) The calendar year is the Society's financial year. The first financial year is a short business year that ends on the 31<sup>st</sup> of December following entry into the register of associations.

#### **§ 5 Membership**

(1) The Society consists of full members, sponsoring members and honorary members.

(2) Full members of the Society can be all natural persons whose professional activity is compatible with the Society's objectives. Full members pay a membership fee, the amount of which is determined by the Executive Board.

Likewise, legal entities whose professional activity is compatible with the Society's objectives can become full members. The amount of the membership fee for legal entities is also determined by the Executive Board.

Due to the international character of the ESIM, its members are active in a variety of countries.

(3) Sponsoring Members are legal entities or natural persons who want to support the purpose of the Society through a special membership fee. The amount of the respective membership fee is determined by the Executive Board in consultation with the sponsoring member.

(4) Honorary members and honorary chairpersons are designated by the majority of members. Initially they must be full members. Honorary members and honorary chairpersons have full membership rights but they pay no membership fee.

(5) Membership ends

a) through the death of the member,

b) through a letter of resignation; it is to be addressed to a member of the Executive Board and goes into effect upon receipt or at a later date mentioned in the letter of resignation; nonetheless, membership fees must be paid for the full financial year.

c) by being expelled from the Society.

d) through dissolution of the legal entity.

(6) The request for admittance for full or supporting membership must be addressed to the Executive Board, which decides the request by simple majority vote. It is permissible to appeal to the General Meeting of Members against a refusal. The latter's decision will be final.

(7) A member, who significantly violated the interests of the Society or despite several notifications has been in arrears for more than 12 months with payment of the full annual membership fee, can, at the request from an ESIM member, be expelled by resolution of the Executive Board. Before the expulsion, the member in question will be heard by the Executive Board in person, in writing or via email. There will be a vote on the request within the context of a meeting of the Executive Board. The voting will be secret, at least insofar as a member of the Executive Board so wishes. The request is adopted when more 'yes' votes than 'no' votes are cast. In the event the request is adopted, the member concerned is to be notified.

## **§ 6 Members' rights and obligations**

(1) The rights and obligations of members are determined in accordance with the law on private associations.

(2) Active and passive voting rights are held by members referred to under § 5 paragraph 1, unless otherwise stipulated in the Articles of Association.

## **§ 7 Communication**

Email is the preferred channel of communication within the Society. All information, including legally binding announcements, such as invitations to General Meetings of Members, minutes, etc. are sent to the last known email address. As an alternative to this, information may be sent by post. Every member is responsible for keeping the Executive Board informed of their currently valid email address.

## **§ 8 The Society's Bodies**

The ESIM bodies are the

- Executive Board
- Expanded Executive Board
- General Assembly of Members

## **§ 9 The Executive Board**

(1) The Executive Board consists of the Chairperson, two additional board members as well as a General Secretary who acts as Treasurer. The Society is represented in court and out of court by the Chairperson and a member of the board. The Chairperson bears the responsibility vis-à-vis members for adherence to the obligations of the Executive Board ensuing from these Articles of Association. The Board members must be ESIM members. In the event the Chairperson is temporarily impeded, the ESIM shall be represented by 2 Board members within the meaning of § 26 of the BGB (German Civil Code).

(2) The Chairperson and Board members are elected by the General Meeting of Members. The Executive Board remains in office until new elections are held. The term of office is 24 months. Re-election is allowed.

(3) If at least 10 % of ESIM members submit a proposal for early new elections of the

Executive Board, the latter must convene an Extraordinary General Meeting of Members. New elections shall then be instituted immediately by the Executive Board in office.

(4) The person or persons elected are those who have the absolute majority of valid votes cast. If no candidate obtains this, a second round of voting will follow, in which obtaining a relative majority of votes cast will suffice.

(5) If a member of the Executive Board leaves during his or her term of office, he or she will be replaced by the other Executive Board members for the remaining term of office. The by-election will be held within the scope of the next regular General Meeting of Members. If the Chairperson leaves, all the Executive Board members together will replace him or her until new elections.

(6) The Executive Board conducts the day-to-day business of the Society and represents it to the outside world. It prepares meetings of the executive bodies. It makes decisions in all of the Society's matters, as long as they do not fall under the competence of the General Meeting of Members or the Expanded Executive Board.

## **§ 10 The Expanded Executive Board**

(1) The Expanded Executive Board, headed by the Chairperson, consists of:

- (a) the Executive Board and the Chairperson's two immediate predecessors
- (b) Chairpersons of the Committees, who can have themselves represented by a committee member in the event they are prevented from being present.
- (c) six members, elected by the General Meeting of Members; their term of office is two years; a one-off direct re-election is possible.
- (d) Members commissioned with the scientific preparation of congresses; their term of office is limited to the period during which they carry out their assignment.

(2) The Expanded Executive Board makes decisions regarding:

- (a) Time and place of General Meetings of Members and of events
- (b) Publication of periodicals, journals
- (c) The scientific preparation of conferences/meetings
- (d) Appointment of honorary members
- (e) Rules of procedure
- (f) All other matters that by resolution of the Executive Board or the General Meeting of Members were referred to it.

## **§ 11 The General Meeting of Members**

(1) The General Meeting of Members takes place annually. It is convened by the Executive Board with invitations sent at least 3 months prior thereto. A provisional agenda is to be communicated along with the invitation.

(2) The General Meeting of Members has the following tasks in particular:

- a) Scientific exchange between members,
- b) Planning, support and evaluation of joint scientific projects,
- c) Election of the Chairperson and members of the Executive Board,
- d) Resolutions on amendments to the Articles of Association and dissolution of the Society,
- e) Approval of the budget, receipt of the report of the Executive Board and discharge of the Executive Board.

(3) The Executive Board must convene a General Meeting as quickly as possible when the interest of the Society so requires or when at least 25% of members so demand with statement of the reasons.

(4) The General Meeting of Members is chaired by the Chairperson or by a member he/she appoints.

(5) Minutes are to be taken of resolutions adopted by the General Meeting of Members. The Chairperson appoints a Secretary; both sign the minutes and have them sent to all members.

## **§ 12 Membership fees**

Membership fees are annual fees and are always payable in advance on 1 January.

## **§ 13 Votes**

(1) Only members have the right to vote. Voting and elections, insofar they take place within the context of a General Meeting of Members, shall be headed by the Chairperson or by an election official appointed by him/her. The official in charge of the election shall not simultaneously stand as candidate for election. Voting and elections at General Meetings are done by acclamation or by open ballot through show of hands or by secret ballot. The official in charge of the election determines the voting method, yet if at least one member requests a subsequent voting method named on the list, this is the one to be used.

(2) Members absent from the General Meeting of Members can assign their voting right to a member who is present, provided there is a written or faxed power of attorney.

## **§ 14 Awards**

(1) By resolution of the Expanded Executive Board, the Society may issue prizes and awards for scientific works.

(2) The Society may assign the selection of winners to a selection committee. The members of the selection committee are determined by the Expanded Executive Board.

## **§ 15 Committees**

The Expanded Executive Board may create committees for the execution of special work or the perpetual development of special scientific fields. The latter always elect their Chairperson for two years. Re-election for one consecutive term is allowed. The committees have the right to co-opt and in consultation with the Executive Board, may also enlist the services of prominent individuals who are not members of the Society to work along as guests.

## **§ 16 Liability**

The members of the Society are excluded from liability.

## **§ 17 Amendment to the Articles of Association**

Amendments to the Articles of Association may be made only if members are informed of the exact formulation of the new text of the Articles at least three months in advance. A three-quarters majority of votes cast is needed for an amendment to the Articles of Association and for an amendment to the purpose of the Society, a unanimous vote is required. The committee on amendments to the Society's Articles of Association must be declared to the competent tax office.

## **§ 18 Dissolution of the Society and devolution of the Society's assets**

In the event of dissolution or revocation of the Society or in the event of the discontinuation of its non-profit status, any assets of the Society go to a legal entity under public law or to another tax-advantaged corporate body for the purpose of being used for the support of science and research, which must use the assets exclusively and directly for purposes subject to favourable tax treatment.

The members have no claim to the assets of the Society. Resolutions adopted with regard to future use of the assets may only be implemented, however, after approval by the tax office.

## **§ 19 Entry into force of the Articles of Association**

The Articles of Association were adopted by the General Meeting of ESIM members on 14 April 2011 and were published with the registration of the Society in the Berlin Register of Associations.

They enter into force on the date of the registration of the Society in the Register of Associations.

Berlin, 14 April 2011

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