

## **Kompetenznetz Vorhofflimmern e.V. (Atrial Fibrillation NETWORK; AFNET)**

### **Articles of Association of the Atrial Fibrillation NETWORK**

#### **Preamble**

The association originated on the basis of the **Atrial Fibrillation NETWORK**; AFNET as a group project within a program sponsored by the Federal Ministry of Education and Research (hereinafter BMBF) for the promotion of networks of excellence for cardiovascular diseases. The association is an institutionalized - e.g. bound by these articles of association - coalition of scientists and physicians as well as establishments, societies and institutions that promote the purpose of the association, whose areas of operation make up the subject matter of the association. It carries out scientific research projects, which can make a significant contribution to the subject matter of the network of excellence. Thus, a great deal of emphasis is placed on networking, both among individual projects and in the central organizational establishments of the network of excellence.

The association therefore helps promote the networking of establishments of basic research, clinical research, high-end care, core care, patient organizations and external scientists and free enterprise companies.

#### **§ 1 Name, Registered Office, Financial Year**

1. The association goes under the name of

“Atrial Fibrillation NETWORK“

according to the entry in the register of associations with the addition “registered association (e.V.)“ and is listed in the register of associations.

2. The registered office of the association is Münster.
3. The financial year of the association is the calendar year.

#### **§ 2 Purpose of the Association**

1. The purpose of the association is to create added value of a scientific and clinical nature for the care of patients with the cardiac arrhythmia known as atrial fibrillation and associated cardiovascular topics with respect to basic research, early detection, diagnostics, treatment, aftercare and documentation through the networking of research infrastructures and clinical treatment structures.
2. The purpose of the articles of association is realized in particular through the following activities between the members of the association and external third parties:
  - a) The initiation and implementation of concrete research projects including possible takeover of sponsorship as defined in the German Drug Law (AMG), Medical

- Products Law (MGP) and/or corresponding European regulations during clinical trials;
- b) The scientific exchange of information;
  - c) Collaboration between establishments of the association and external partners;
  - d) The exchange of current information on new developments of experimental and clinical research on the topic of atrial fibrillation;
  - e) The stimulation and promotion of new developments in the field of atrial fibrillation;
  - f) The promotion of international cooperation;
  - g) Organizational assistance as well as help in fundraising;
  - h) Support of medical advanced and continuing education;
  - i) Support of patient training;
  - j) Public relations work.

### **§ 3 Types of Membership and Acquiring Members**

1. The association consists of:
  - Regular members
  - Sustaining members
  - Honorary members
2. Regular members may be individual or institutional members. They actively participate in the promotion and realization of the purpose of the association.
  - a) An individual member can be any natural person who can promote the purpose of the association based on his/her professional or personal capabilities. The application for admission is to be directed to the managing board in writing, which will then make a decision regarding the application for admission.
  - b) Institutional members may be universities and other institutions of higher education, university clinics, clinics, hospitals, research establishments, health care establishments and physician practices of any legal form, which because of their orientation or activities, are capable of promoting the purpose of the association. The application for admission of institutional members must be directed to the managing board in writing, which will then make a decision regarding the application for admission.
3. Any natural or legal person or other association of individuals which is in a position to promote the purpose of the association may be recognized as a sustaining member. A sustaining member supports the association mainly in a financial capacity in the development, care, and maintenance of the purposes of the association. The application for admission of sustaining members is to be directed to the managing board of the association, which will then make a decision regarding the application for admission.
4. Natural persons who have promoted the purpose and objectives of the association to a significant extent may, at the suggestion of a member, of the steering committee or of the advisory board, be appointed as an honorary member by resolution of the managing board.

#### **§ 4 Rights and Obligations of Members**

1. The regular members of the association shall be obligated to support the scientific and medical efforts and interests of the association to be the best of their ability and to abide by the decisions of the association executive bodies.
2. The members shall be authorized to use the facilities and services of the association, to participate in the association events and to use the association logo in their public image.
3. The members shall be obligated to always refer to the association by name in scientific publications that have a direct or indirect connection to the utilization of the facilities of the association or to participation in events of the association. Reference is made to the publication policy in accordance with § 14 of these articles of association.
4. All regular members and honorary members shall have one vote in the general meeting. The voting right is not transferable. Sustaining members do not have a voting right in the general meeting.

#### **§ 5 Membership Dues**

1. The amount of the membership dues shall be determined by the general meeting at the suggestion of the managing board. The membership dues must be paid each year in advance. Honorary members are exempt from the payment of membership dues.
2. Members who are in default of payment may be excluded from the association by resolution of the managing board.

#### **§ 6 Termination of Membership**

1. Membership shall be lost in the event of:
  - Death; in the case of legal persons and associations of individuals, by means of dissolution/liquidation;
  - Resignation;
  - Exclusion.
2. Resignation may only take place at the end of a year and must be notified in writing by September 30th of the calendar year.
3. A member may be excluded from the association by means of a resolution from the managing board if there is good cause. Grounds for exclusion include, in particular, violations of the articles of association and interests of the association or of resolutions and directives of the association executive bodies, as well as dishonorable behavior within and outside of the association. The exclusion decision must be preceded by a written warning. The exclusion does not absolve the excluded member from the fulfillment of the obligations already entered into.
4. Upon being excluded from the association, the excluded member shall not have any claim to the association funds.

## **§ 7 Executive Bodies of the Association**

The executive bodies of the association are:

- The general meeting;
- The managing board;
- The steering committee.

## **§ 8 General Meeting**

1. The regular general meeting takes place once a year. All regular members are to be invited via circular letter by the chairman of the managing board or by one of his deputies if he is prevented from doing so. Transmission by e-mail shall be deemed to constitute due and sufficient delivery. The invitation shall be sent at least four weeks before the date of the meeting and has to include the agenda to be set by the managing board. The managing board shall determine the location of the general meeting.
2. An extraordinary general meeting is to be convened without delay with a notice of four weeks, if
  - a. The managing board decides on it, to which it is obligated if the well-being of the association urgently requires it,
  - b. At least 10% of the members of the association demand it by indicating their concern to the managing board.
3. The general meeting shall be responsible in particular in the following matters:
  - a. Receipt/acceptance of the report from the managing board on the activities of the association during the past financial year;
  - b. Acceptance of the report from the treasurer;
  - c. Assessment of the annual financial statement according to the audit of accounts and approval of the actions of the members of the managing board;
  - d. Appointment of auditors at the suggestion of the managing board;
  - e. Setting the amount of dues at the suggestion of the managing board;
  - f. Election and dismissal of the chairman of the managing board, of the treasurer and of the other members of the managing board;
  - g. Election of members of the steering committee;
  - h. Decision-making as to changing the articles of association including the purpose of the association and the dissolution of the association.
4. Motions for a general meeting, which are not disclosed in writing to the managing board at least two weeks before the general meeting, may only be permitted if two thirds of the present members are in agreement.
5. Agreement can only be reached regarding motions to change the articles of association or dissolution of the association if they are disclosed to the members with the invitation.
6. The general meeting is presided over by the chairman of the managing board, or by his deputy if he is prevented from doing so. If a deliberation or vote pertains to this leader, then another meeting leader must be elected.

## **§ 9 Decision-making of the General Meeting**

1. The annual meeting shall constitute a quorum regardless of the number of members attending.
2. The annual meeting makes its decision by a simple majority. Changes to the articles of association require a majority of two thirds of the present members entitled to vote. Decisions to dissolve the association require the approval of 75% of the present members entitled to vote. In the event of a tie vote, the motion shall be considered denied.
3. As a general rule, the annual meeting makes its decisions by means of oral and open voting. Decisions regarding personnel are made exclusively by secret ballot in writing, in particular the election of the association's members of the managing board.
4. The decisions made by the annual meeting are put into writing and signed by the respective leader of the meeting and the recorder of the minutes.

## **§ 10 Managing Board – Composition and Decision-making**

1. The managing board shall consist of four regular association members, specifically the chairman of the managing board and his three deputies, one of whom also holds the office of treasurer.
2. Upon expiration of the respective period of office the members of the managing board shall be elected by the regular general meeting by a simple majority of the votes cast in each case for each period of office. The managing board is elected by secret ballot in writing.
3. The period of office of the managing board shall always be three years. They may be appointed more than once. The managing board or a member of the managing board shall remain in office until the appointment of his successor.
4. Only members of the association may be appointed as members of the managing board. At least two members of the managing board should be employed as faculty members at a university or university clinic in the field of cardiology or should have previously been employed as such.
5. When appointing the managing board, it is important to make sure that the topical sub-areas that exist within the association are adequately represented.
6. The acting managing board submits and justifies the nomination of a candidate who respects the association's scientific and economic interests and responsibilities. The members are to be informed of the nomination with the invitation at least 4 weeks before the meeting. Each regular member is entitled to nominate additional candidates for the managing board from among the regular members.
7. The chairman of the managing board is also the speaker of the association. If prevented from acting as speaker, he can be represented by one of the other members of the managing board. In agreement with the managing board, the chairman can also delegate the representative duties to one of the members of the association and to the managing director.
8. The managing board shall constitute a quorum if at least three of the members are present or hooked up to the meeting via telephone conference. If no quorum is present, the managing board will be reconvened again at the next possible point in time. If a quorum of the managing board is not present once again, the managing board shall convene another meeting of the managing board at the next possible point in time, in which the managing board shall constitute a quorum with the presence of at least two members of the managing board.

9. Decisions of the managing board can also be brought about in a written circulation procedure, which is also possible using electronic e-mail communication. The circulation procedure does not apply for personnel matters or in the case of fundamental affairs of the association, insofar as they fall within the area of responsibility of the managing board.
10. Unless otherwise stipulated in the articles of association, the managing board shall make decisions by a simple majority of the votes cast. In the event of a tie, the vote of the chairman of the board shall decide. Abstentions count as negative answers.
11. The meetings of the managing board and in particular the decisions of the managing board must be taken down in writing and signed by the chairman of the managing board, or if he is prevented from doing so, his deputy, and by the recorder of the minutes. All members of the managing board shall receive a transcript of the meeting minutes including the resolutions passed in the respective meeting. None of the members of the managing board shall be entitled to a subsequent power of veto, even in the event of absence from the respective meeting of the managing board. The transcript shall contain at least the place and time of the managing board meeting, the names of the attendees, the resolutions passed, and the voting results.
12. If a member of the managing board resigns from office during the period of office, the remaining members of the managing board shall elect another member to the managing board for the remainder of the period of office from the group of association members and appoint a new chairman by the next general meeting. Members of the managing board who have resigned shall be obligated to continue their business until the election of their successor, provided there are no important reasons to the contrary.
13. Any mistrust of a member of the managing board can be voiced by a majority of 4/5 of the present voting members of the general meeting. If mistrust is voiced against a member of the managing board, he shall be relieved of his office with immediate effect.
14. The managing board shall hold meetings as required, but at least four times during the financial year. The chairman of the managing board or his deputy in the event he is prevented shall invite the other members of the managing board by written invitation, including an agenda, with a convening notice of at least one week. The meetings of the managing board can take place via teleconferences or video conferences. The managing board must be convened upon the written and well-founded request of at least two members of the managing board. The meetings of the managing board can coincide with the meetings of the steering committee.

### **§ 11 Managing Board – Management and Duties**

1. The association shall be judicially and extra-judicially represented by the managing board in all matters of the association. In this respect, the managing board has the position of a legal representative. The managing board acts by way of its chairman as an entity with sole power of representation, or if he is prevented from acting, by two other members of the managing board, who can only jointly represent the association
2. Deviating from the provisions of Item 1, the power of representation of the chairman in his internal relationship shall be limited to the effect that contracts which obligate the association in proprietary matters by more than EUR 100,000.00 per individual case, may only be signed by the chairman of the managing board if the respective contract was agreed to by at least one additional member of the managing board and this member's consent was documented in writing. Documentation of the consent of the other member of the managing board via fax or e-mail is permissible.

3. The managing board shall conduct business based on the articles of association of the association. It shall foster the further development of the scientific program and control the higher-ranking, mainly project-related professional and organizational concerns of the association, in particular ensuring internal scientific coordination and communication as well as reporting to the outside world. It shall make decisions regarding human resources and materials. The self-control of the association is another duty of the managing board.
4. The managing board may appoint a managing director to coordinate and control ongoing business operations. The managing director manages the central office maintained by the association. The managing director's responsibilities and powers are regulated by rules of procedure which are issued by the managing board. The managing board appoints the managing director to special representative as stated in §30 BGB (German Civil Code). His responsibilities and his power of representation shall be specified at his appointment. The managing director does not have to be a member of the association and may be compensated appropriately. He will be appointed and dismissed by the managing board.
5. The managing director shall conduct ongoing business operations of the association according to these articles of association, the directive of the general meeting and the managing board. Activities going beyond the usual business proceedings shall only be carried out in agreement with the managing board. Details are to be specified by the managing board in the rules of procedure for the managing director.

## **§ 12 Steering Committee**

1. A maximum of fifteen natural persons who represent the topical or infrastructural focal points of the association's activities shall make up the steering committee. The steering committee shall support the managing board in the execution of its duties.
2. The managing board of the association as well as its managing director belongs to the steering committee by virtue of its office. Upon the suggestion of the managing board, the other members of the steering committee are elected by the general meeting by a simple majority of the votes cast for a period of office of four years each. Only regular members of the association may be elected to membership on the steering committee. Depending on the availability of free seats, resigning members of the managing board may stay in the steering committee for its current term of office if suggested by the newly elected managing board.
3. If one of the members of the steering committee withdraws from office prematurely, the steering committee may appoint a suitable substitute member for the remainder of the current period of office. The substitute has to be a regular member of the association.
4. On the basis of its professional expertise, the steering committee shall advise the managing board in organizational and financial matters.
5. The meetings of the steering committee shall be presided over by the chairman of the managing board and, if he is prevented from doing so, by his deputy. The meetings are to be recorded in writing.
6. The steering committee shall be convened by the managing board as required, but at least twice a year by means of a written invitation with a notice of at least four weeks. The meetings of the steering committee may be held via a suitable communication platform, such as a video conference hook-up.

7. The steering committee shall make decision by a simple majority of the votes cast. In the event of a tie, the vote of the meeting leader shall break the tie in accordance with Item 5.

### **§ 13 Advisory Board**

1. An advisory board consisting of natural persons may be allocated to the association by decision of the general meeting.
2. The advisory board evaluates the work of the association and advises the association on the fulfillment of its duties.
3. Upon suggestion of the managing board, the members of the advisory board shall be appointed by a simple majority of the general meeting.
4. The advisory board members' term of office shall be four years. Reappointment is permissible.
5. The advisory board shall consist of at least three individuals, comprising the following:
  - i. One member who is experienced in the associations' field of activities,
  - ii. One member with a legal and one member with a business background, both of whom having insight into the associations' field of activities.
6. If a member of the advisory board resigns from office prematurely, the advisory board shall elect a substitute member for the remaining term of office of the resigned member in agreement with the managing board.
7. The chairman of the managing board shall convene and lead the founding meeting until election of the chairman of the advisory board. Apart from that, the advisory board shall be convened by its chairman or its deputy as required, but at least twice a year, by means of written invitation with a notice of at least four weeks.
8. Details are regulated in the rules of procedure, which are drawn by the advisory board in accordance with the managing board.

### **§ 14 Publication Policy**

For all public notices, in particular in the form of conference articles, original publications, patent applications, etc., the publication regulation of the association must be observed in its currently valid version.

### **§ 15 Dissolution of the Association**

1. Dissolution of the association may only be decided upon in a general meeting. § 9 (2) of these articles of association is to be applied.
2. Unless otherwise resolved by the general meeting, the chairman of the managing board as well as one deputy shall be joint liquidators authorized to represent. This shall also apply in the event that the association is dissolved or loses its legal capacity for another reason.



**§ 16 Entry into Force of the Articles of Association**

Established at the general meeting on 31<sup>st</sup> March, 2016.

The articles of association shall enter into force on 18<sup>th</sup> November, 2016.