

ARTICLES OF ASSOCIATION
of
International Sacroiliac Medical Experts Group e.V. (SIMEG)
*“Medical Experts Association for Research into Diseases of the
Sacroiliac Joints and their Treatment”*
(translation not validated)

Amended version dated October 30th, 2019

Art. 1

Name, Legal Structure, Place of Business

(1) The Association shall use the name

International Sacroiliac Medical Experts Group e.V. (SIMEG)

(2) The Association is entered in the Register of Associations at the County Court at Cologne, under the Register Number 18315.

(3) The Association’s office shall be located in 42929 Wermelskirchen/Germany.

Art. 2

Business Year

The Business Year of “SIMEG” shall be identical with the calendar year.

Art. 3

Purposes and Objectives of SIMEG

(1) “SIMEG” has set itself the task of promoting **“scholarship and research, training and continuing education, together with quality assurance in these fields”** on a national and international level in accordance with the principles of voluntary participation and excluding religious, vocational and racist points of view.

(2) “SIMEG” is an association of persons, who deal surgically and conservatively in the treatment of the sacroiliac joints and of the pelvic girdle in hospital, practice and research. These include but is not limited to casualty surgeons, orthopaedic surgeons, neurosurgeons, neurologists, physiotherapists together with scientists and other persons. The task of the members of the Association is to represent the objectives of the group academically and practically and to promote experimental and practical research in this field by the exchange and communication of their own insights and experience.

In particular, the Association is active within the framework of a tax-privileged realisation of its objectives in accordance with Articles of Association as follows:

- a) Organisation and conduct of academic workshops, both domestically and overseas;
- b) Stimulating and promoting tax-privileged scientific investigation;
- c) Co-ordinating the academic research and collaboration of a variety of researchers;
- d) Disseminating the insights of academic research;
- e) Continuing education, fellowship and work shadowing programmes;
- f) Preparation of guidelines for the diagnosis and treatment of diseases of the sacroiliac joint;
- g) Setting up a national Sacroiliac Joint Register;
- h) Participation in the development of study designs;
- i) Sourcing and provision of funding for other tax-privileged incorporations and public corporations for their tax-privileged objectives within the meaning of Art. 58, s. 1 of the (German) General Tax Code.
- j) To fulfil its tasks, the Association may employ an auxiliary person within the meaning of Art. 57, s. 1, subs. 2 of the (German) General Tax Code, if the Association cannot or will not itself discharge the tasks.

Art. 4

Attainment, Fulfilment and Realisation of Aims

(1) The objectives of the Articles of Association and the acquisition of the means required for the objectives specified in Art. 3 of the Articles of Association are achieved in particular by:

- a) the payment of membership fees;
- b) contributions / donations (financial and material contributions / donations);
- c) grants from public resources (Federal, State government);
- d) attendance fees for conventions and annual conferences.

In addition, "SIMEG" is financed by attendance fees collected for continuing education events.

(2) The resources accrued by the Association should be used exclusively and directly for the objectives stated in Art. 3 of the Articles of Association.

Art. 5

Tax-privileged Objectives

- (1) "SIMEG" shall exclusively and directly pursue non-profit and benevolent objectives within the meaning of the "tax-privileged *objectives*" section of the (German) General Tax Code. Moreover, the Association is a friends' association within the meaning of Art. 58, s. 1 of the (German) General Tax Code, which uses its resources exclusively for the promotion of the tax-privileged establishments or of the tax-privileged objective of the public corporations referred to there, specified in Art. 3, s. 2 of the Articles of Association.
- (2) The Association is a non-profit organisation and shall not pursue its own commercial objectives.
- (3) Potential profits and all other resources of the Association may only be used for the objectives in accordance with the Articles of Association.
- (4) In principle, the members of "SIMEG" shall not receive a gratuity or proportion of the resources of the Association or of the Association's funds in their capacity as members during their membership, on their resignation or on the dissolution or suspension of the Association.
- (5) Furthermore, no person may be benefited by disbursements alien to the objectives of the Association or by disproportionately high remuneration.

Art. 6

Members of the Association / Acquisition of Membership

- (1) Any natural person (individual member) or any corporation (co-operative member) or domestic or overseas association of individuals who shall unconditionally acknowledge the purposes of the Association and these Articles of Association may become a member of the Association.
- (2) The admission of a member into the Association shall be based on an application in writing. At the request of the Executive Committee, the General Meeting shall adjudicate the admission by a simple majority.
- (3) Application for admission must include the consent to and affirmation of these Articles of Association, their tasks and objectives, together with the commitment of the members, as laid down in Art. 3 of the Articles of Association.

- (4) The number of members shall not be limited.
- (5) Honorary membership is decided by the executive committee upon application.
- (6) Extraordinary members are individuals not included in the ordinary membership definition as in § 3 (2).

Art. 7

Membership Fees

- (1) The ordinary members must pay at least the annual amount due resolved and fixed by the General Meeting. This may vary for individual members and co-operative members.
- (2) Each member liable to make contributions shall be obliged to pay the annual amount due by March 31st of the current business year.

Art. 8

Termination of Membership

- (1) Membership shall expire due to death, resignation or expulsion.
- (2) Each member may terminate his membership in the Association in writing directed to the Executive Committee of the Association. His membership shall terminate on receipt of the notice of resignation at the end of the year of reception.
- (3) The motion for the expulsion of a member from Association shall be proposed by a member of the Executive Committee and submitted to the General Meeting for its decision. A 2/3 majority resolution of the General Meeting is required for the expulsion. Such expulsion may be pronounced
 - a) if the purposes and objectives of the Association have been contravened;
 - b) where the membership fees to be paid by the member are in arrears by at least two annual contributions.

Art. 9

Executive Bodies of the Association

- (1) The Executive Bodies of the Association shall be:
 - a) the General Meeting,
 - b) the Executive Committee.

Art. 10

General Meeting

- (1) The General Meeting shall be the supreme executive body of the Association. This shall be constituted of the members of the Association referred to in Art. 6 of the Articles of Association.
- (2) If possible, the General Meeting should be associated with an annual academic conference.

Art. 11

Ordinary and Extraordinary General Meetings

- (1) The ordinary General Meeting shall take place once each year. This must be convened by the Executive Committee by simultaneous notification of the agenda with 6 weeks' notice. The invitation can be sent by fax, regular mail or email and shall be deemed as effective on the day of posting. By resolution of the Executive Committee or on the motion of one third of the members, the Executive Committee must convene an extraordinary General Meeting within a deadline of one month. The General Meeting should also be convened whenever this shall be required in the interests of the Association.
- (2) An extraordinary General Meeting may be replaced by a resolution in writing unless 1/3 of all members objects to this process within 4 weeks of the despatch of the proposal of the resolution and requires the convening of a General Meeting. Using this procedure, a resolution shall come about if the votes submitted achieve the respective majority required in accordance with these Articles of Association.
- (3) The request for a resolution in writing is done by email or by registered mail when the objection period ends. The votes must be sent to the association's residence within 14 days after the request has been dispatched. The votes are counted by the managing director. The result must be confirmed and announced by the executive board.

Art. 12

Resolutions of the General Meeting

- (1) In all cases except from §13 j (resolution concerning the voluntary dissolution of the Association) the General Meeting may also be held by online video- or telephone using

safe access codes unless 1/3 of all members objects to this process within 4 weeks of the dispatch of the proposal of the resolution and requires the convening of a General Meeting.

- (2) The general Meeting shall require a minimum quorum of 3 (three) board members and 4 (four) ordinary members. If a quorum is not reached at the meeting a new meeting shall be agreed upon and convened on a different date, with the same agenda. This second meeting shall be deemed to have a quorum in any case. This should be pointed out in the Notice of Meeting invitation letter. The General Meeting shall regulate the business of the Association by resolution by a simple majority, unless the matter is the responsibility of the Executive Committee. Where the vote results in a tie, the vote of the President shall be conclusive.
- (3) Extraordinary members shall have no right to vote.
- (4) The minutes of the General Meeting should be recorded; these should be signed by the President and the current General Secretary.
- (5) The General Meetings shall be chaired by the President. Should he be prevented from so doing, the General Meetings must be chaired by the General Secretary. A returning officer may be elected by the General Meeting if there are grounds for this. The General Meeting may remove items from the agenda and may make resolutions on further agenda items.
- (6) Voting shall be by a show of hands, in telephone or video meetings by confirmed message (chat). Should the General Meeting resolve in favour of another method of voting, this must be implemented. A resolution shall be passed if it shall have received more than half of the validly cast votes of the members with voting rights present. Negative votes and abstentions shall be recorded.
- (7) A 2/3 majority of the ordinary participating members shall be required if the object of the resolution is the expulsion of a member, an amendment to the Articles of Association or the dissolution of the Association.
- (8) The amendment of an objective of the Articles of Association may only be made by the unanimous resolution of the participating members.

Art. 13

Functions of the General Meeting

The following tasks shall be reserved to the General Meeting:

- a) Resolution in all fundamental matters concerning the purposes of the Association.
- b) Consultation and resolution concerning all proposals tabled.
- c) Approval of the management report, cash report and annual report.
- d) Approval of the report of the accountants / cash auditors.
- e) Discharge of the members of the Executive Committee.
- f) Election or deselection of members of the Executive Committee.
- g) Election of the 2 cash auditors / accountants. These may not be members of the Executive Committee or of the Advisory Committee. Election shall be for 2 years.
- h) Resolution concerning the assessment and the amount of the membership fees.
- i) Resolution concerning the voluntary dissolution of the Association.
- j) Resolutions concerning amendments to the Articles of Association, which are non-technical amendments to the Articles of Association within the meaning of Art. 21 of the Articles of Association.
- k) Resolutions concerning objections to the expulsion of members.

Art. 14

Executive Committee

(1) The Executive Committee shall consist of at least 5 members:

- a) the 1st Chairman (President)
- b) the 2nd Chairman (General Secretary)
- c) the Treasurer
- d) a minimum of two other members

(2) The 1st Chairman shall be elected for 1 year by a simple majority of the General Meeting.

(3) The General Secretary and the Treasurer shall each be appointed for 2 years by the General Meeting. After the expiry of their term of office, the General Secretary and the Treasurer may not be re-appointed to their position more than once.

- (4) The ordinary members of the Executive Committee, d), shall be elected for 2 years by a simple majority following the proposal of the Executive Committee or of the General Meeting.
- (5) If a member of the executive committee (board member) resigns before the end of his duty period, the executive committee consists of the remaining board members. They are entitled to appoint a successor member for the rest of the duty period of the resigning board member.

Art. 15

Resolutions of the Executive Committee and Recording

- (1) The resolutions of the members of the Executive Committee shall be carried by a simple majority. Where the vote results in a tie, the vote of the President shall be conclusive.
- (2) The Executive Committee shall constitute a quorum if, in addition to the President or the General Secretary, at least two other members of the Executive Committee shall be present or shall be represented by an instrument of proxy of a member of the Executive Committee.
- (3) Meetings of the Executive Committee should be minuted. The minutes should be submitted to the General Meeting.
- (4) The meeting of the executive committee may also be held by online video- or telephone using safe access codes.

Art. 16

Executive Committee and Representatives

- (1) The Executive Committee shall represent the Association within the meaning of Art. 26 of the German Civil Code, judicially and extra-judicially.
- (2) The President, the General Secretary and the Treasurer shall be authorised to represent the Association. Each of these shall be solely authorised to represent and shall be exempt from the limitations of Art. 181 of the German Civil Code, such that he may represent the Association in legal transactions by himself or by himself as a representative of a third party.

Art. 17

Cash Auditing

- (1) The General Meeting shall appoint two cash auditors from among the members of the Association. These, however, must not be members of the Executive Committee.
- (2) The task of the cash auditors shall be to audit the cash and the corresponding invoicing and accounting documents of the Association and to report the results of the audit to the General Meeting.
- (3) The cash auditors must compile the auditing of the calculation and the annual financial statements, consisting of the transactions of the cash office and the bank accounts, together with the required audit report, by the Annual General Meeting, in order that the Executive Committee may be discharged at the General Meeting. The audit report should be submitted to the Executive Committee by not later than 31 October following the conclusion of the business year.
- (4) On request of the cash auditors, the General Meeting must vote on the discharge of the Executive Committee.

Art. 18

Technical Amendments to the Articles of Association

The Executive Committee may unanimously make amendments to the Articles of Association in the following cases:

- a) Matters pertaining to the status of the tax concession (non-profit status) of the Association and
- b) Editorial amendments to the comprehension of the Articles of Association.

The members should be informed concerning these amendments at the next General Meeting.

Art. 19

Use of the Association Funds on Dissolution, Abrogation or Lapse of the Present Objectives

- (1) The Association may only be dissolved by the General Meeting pursuant to an unanimous decision made by a ballot in writing.
- (2) Where the Association shall be dissolved or abrogated or where the tax-privileged objectives shall lapse, the funds available after covering all liabilities shall pass to

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Am Köllnischen Park 1
10179 Berlin

Eingetragen im Vereinsregister unter Nr. 21575

Steuernummer: 27/672/52443

for sole immediate use for charitable or benevolent purposes within the meaning of Art. 3 of these Articles of Association.

Art. 20

Liquidation

- (1) An unanimous decision of the ordinary members attending the meeting is needed for the dissolution of the Association. This General Meeting shall also select the liquidators.
- (2) The General Meeting must pass the resolution for the appointment of the liquidators unanimously.

Art. 21

Effectiveness of the Articles of Association

- (1) These Articles of Association dated August 20th, 2014 is replaced by resolution of the members meeting on October 30th, 2019 with this amended version.

The Executive Committee

Prof. Thomas Freeman, president

Thomas Kibsgard, MD, vice president

Volker Fuchs, MD, treasurer