

Society Statutes
Pulmonary Hypertension Association Europe –
europäische Arbeitsgruppe für Lungenhochdruck
(PHA Europe)

§ 1: Name, Registered Office and Field of Activity

(1) The name of the Association is "Pulmonary Hypertension Association Europe" – europäische Arbeitsgruppe für Lungenhochdruck (PHA Europe).

(2) The Association is registered in Vienna, Austria, and extends its activities throughout Europe.

(3) The setup of subsidiary Associations is not foreseen.

§ 2: Purpose

The Association, whose activities are not profit orientated, aims exclusively and directly at charitable purposes in accordance with the Austrian Federal Tax Order (Bundesabgabenordnung).

PHA Europe is the umbrella group of European national PH organisations and considers itself as representing interests on a European level.

1. PHA Europe strives for a close collaboration between its Members, European institutions, international organisations and public organisations.

2. PHA Europe's primary aims are to:

a) achieve the highest standards of care for PH patients in every country in Europe, for example:

- ensuring all medications required in the treatment of PH are made available
- improving the social support offered to patients and their families
- improving patients' quality of life
- making transplants more easily attainable

b) promote measures in researching PH and related issues in the field of medicine

c) promote the exchange of information between Members and patients

d) raise public awareness of PH

e) support other countries in initiating patient groups

f) officiate as the link between the medical profession, governments of individual countries, the institutions of the European Union, pharmaceutical companies, national and international organisations and patients

g) set up a European patient register under the data protection act

h) lobby for individual countries to improve their policies on social and health standards for PH patients on a national and European level.

§ 3: Means to Achieve the Purpose of the Association

(1) The purpose of the Association shall be achieved by the immaterial and material means listed in sections 2 and 3.

(2) Immaterial means are:

- a) awarding grants, subsidies, prizes, awards and funding
- b) signing partnership agreements
- c) establishing or involving existing legal entities
- d) establishing and managing or indirectly managing patient centres
- e) deploying volunteers for specific tasks
- f) making services available

(3) Material means required will be attained from:

- a) admission and membership fees
- b) proceeds from donations and collections
- c) sponsorships
- d) funds raised from Association events and activities
- e) subsidies and public funding
- f) bequests and other contributions
- g) sponsors, sponsorship agreements

§ 4: Use of Funds

Association funds may only be used for the purposes stipulated in the statutes. Upon their resignation from the Association, or in the event that the Association is disbanded or dissolved, Members revoke the right to receive any more than the invested capital and the total value of their share, which will be calculated according to the performance value of the investment. No person shall receive expenses not relating to the purposes of the Association or from disproportionately high salaries.

§ 5: Types of Membership

Association Members can be Standard Members, Non-Standard Members, Associates and Honorary Members. European national PH organisations as well as legal entities and incorporated partnerships are entitled to become Members of the Association. In exceptional cases also non-European PH organisations (e.g. Israel).

(1) Standard Members are national PH organisations recognised in their country as nonprofit Associations. Founding Members have inherent Standard Membership status and need not apply for membership.

In exceptional cases, Standard Members can be individuals (e.g. German-speaking Gruppe Schweiz).

(2) Non-Standard Members can be organisations whose registered offices are not in Europe or whose primary interest is not in PH as a medical condition. Non-Standard Members do not have voting rights in Association elections.

(3) Honorary Memberships are awarded to people who have made a special contribution to the Association. Honorary Members are nominated by the Board and elected by the General Assembly. These are Members who are recognised for their exceptional merits in the field of PH. Honorary Members have an advisory role.

(4) Associates are institutions or representatives of public and private organisations who are permitted to take part in the activities of PHA Europe. They are appointed by the General Assembly upon proposal of the Board. Associates have a consulting role only.

§ 6: Membership Eligibility

Application for membership must be submitted in writing to the Board. The General Assembly decides upon the application.

1. Standard Members

European non-profit PH organisations registered in the individual countries. These organisations can apply for membership by writing to the Board and the General Assembly will decide to accept or refuse their admission. Once accepted, they are represented in the General Assembly and have the right to vote in Association elections. Founding Members automatically gain Standard membership status and need not apply for membership.

2. Non-Standard Members

Non-Standard Members can be organisations whose headquarters are not in Europe or whose primary interest is not in PH as a medical condition. Non-Standard Members do not have voting rights in Association elections. Membership applications can be submitted to the Board in writing and the General Assembly will decide to accept or refuse their admission.

4. Honorary Members

Honorary Members are elected by the General Assembly upon the Board's nomination. These are people who are recognised for their exceptional merits in the field of PH.

3. Associates

Associates are institutions or representatives of public and private organisations who are permitted to take part in the activities of PHA Europe. They are appointed by the General Assembly upon proposal of the Board. Associates only have a consulting role.

§ 7: Termination of Membership

(1) Membership is terminated upon death, with regard to juristic persons and legal partnerships upon loss of their juridical personality, upon voluntary resignation or expulsion.

(2) Membership termination and reasons thereof must be submitted to the Board in writing.

The Board can exclude a Member after hearing the defence case of the concerned party. Such exclusions will be announced by the General Assembly having reached an appropriate verdict with a two-thirds majority of attending Members or their named representatives. A single majority of the votes is sufficient for Honorary Members.

(3) The expulsion of a Member of the Association can be ordered by the Board for gross breach of other Membership duties or dishonourable behaviour.

(4) Termination of an Honorary Membership can be decided by the General Assembly by a single majority of the votes upon application to the Board for the reasons listed in section 3.

§ 8: Rights and Duties of Members

(1) All Members have the right to participate in all Association events and to make use of Association facilities. The right to vote in the General Assembly and the entitlement to elect and stand for election is only granted to Standard and Honorary Members.

(2) Every Member has the right to request a printed copy of the statutes.

(3) At least one tenth of the Members may request the Board to call a General Assembly.

(4) In the course of each General Assembly the Board shall inform the Members about the activities and the financial bearing of the Association. Upon reasoned request of at least one tenth of the Members, the Board has to provide those Members with the respective information within four weeks time.

(5) The Board shall have to inform the Members about the audited final account. In case respective information is given in the course of a General Assembly this shall be made in the presence of the Auditors.

(6) Members are obliged to further the interests of the Association to the best of their abilities and to refrain from any action that could harm the reputation and purpose of the Association. Members shall have to observe the statutes of the Association and the resolutions of its executive bodies. Standard and Non-Standard Members are obliged to pay their admission and membership fees on time and to the sum resolved in the General Assembly.

Members have no right to claim financial compensation for their duty-bound actions. Only costs incurred on behalf of PHA Europe may be reimbursed, and the relevant receipts must be presented where possible. This includes travel expenses and accommodation costs. The details are set forth in the Association Rules.

§ 9: Association Bodies

The bodies of the Association shall be the General Assembly, the Board, the Auditors, the Medical Advisory Board and the Board of Arbitration.

§ 10: General Assembly

(1) The General Assembly is the Meeting of Members ("Mitgliederversammlung") according to the terms of the Austrian Act on Associations 2002. A General Assembly is held annually. The General Assembly is chaired by the President or a person designated by him/her in the seat or office specified on the written invitation.

(2) This written invitation is sent with the agenda by the Board 30 days prior to the date set for the General Assembly.

(3) The President must convoke a special General Assembly if this is requested by the Board or one tenth of the membership represented at the General Assembly.

(4) Members and/or their representatives attend the General Assembly. Every Member is responsible for the votes of their single state Association.

(5) Every country represented at the PHA Europe General Assembly has two seats and two votes.

(6) Absent Members can be represented by another Member equipped with a written power of attorney. However, one Member may represent no more than two Members.

(7) The General Assembly approves the accounts of the past year and, on the Board's proposal, the budget for the coming year by a single majority of votes.

(8) The General Assembly decides, on the Board's proposal, by a single majority of votes:

- on resolutions regarding the strategic policy of PHA Europe
- on annual membership fees
- on the Board's annual reports and agenda
- on the admission or refusal of Members
- on amendments to statutes as voted for by two thirds of all Association Members.
- award and revocation of Honorary memberships

(9) The General Assembly elects the President and Vice President, the Treasurer and Deputy Treasurer, the Secretary and Deputy Secretary for a two-year term of office. These positions are elected in an absolute majority vote cast by the Members. Members of the Board can be re-elected for a third term.

(10) The votes cast by PHA Europe Members are submitted either in PHA Europe's annual General Assembly or prior to the annual General Assembly on ballot papers, which Members receive well in advance either by post, fax or email or a combination of the three, giving all Members the right to vote. If the votes are tied, there must be a second vote held for the office in question.

(11) If a second or further assemblies need to be called, a majority of a third of PHA Europe's Members is required.

(12) With the exception of special cases mentioned in these statutes, resolutions are passed in the General Assembly by a single majority of the votes of Members eligible to vote (or their named representatives) and communicated to all Members.

(13) The General Assembly shall form a quorum, regardless of the number of attendees.

(14) Resolutions may only be adopted when included in the agenda. The resolutions passed in the General Assembly are recorded in the minutes, which are signed by the President and then retained by the Secretary who forwards them on to the Members.

§ 11: Board of Directors

(1) The Board shall be composed of six Members at least; the President and one or two Vice Presidents, Secretary and Deputy Secretary and Treasurer and Deputy Treasurer.

(2) The Board is elected by the General Assembly. In the absence of an elected Member, the Board has the right to co-opt another eligible Member in their place, which must subsequently be approved in the next General Assembly. If the Board cannot replace its Members and fails to convene, either in the long-term or for the foreseeable future, it shall be the duty of every Auditor to immediately convoke a special General Assembly for the purpose of electing a new Board. If the Auditors, too, are incapacitated, every Standard Member who is familiar with the emergency situation must not hesitate in appointing a curator from the relevant court to immediately convoke a special General Assembly.

(3) The Board's functional term is two years; re-election is possible. Every function on the Board must be carried out in person.

(4) The President, or in his/her absence, 1 then 2 Vice President/s, convenes the Board in writing or verbally. If the President is unavailable for a long period of time, any other Member of the Board may convene the Board.

(5) The Board shall form a quorum if all Members of the Board were invited to the meeting and at least half are present.

(6) The Board finalises its resolutions by a single majority of the votes; should the votes tie the President casts the deciding vote.

(7) The Board is chaired by the President, or in his/her absence, 1 then 2 Vice President/s. If he/she is also unavailable, the Board shall be chaired by the Board Member with the highest number of years in service from all those present at the meeting, or the Member who receives the majority vote from the other Board Members.

(8) With the exception of death or expiration of the term of office (section 3) a Board Members' role is revoked through dismissal (section 9) or resignation (section 10) 10).

(9) The General Assembly may dismiss the entire Board or individual Members thereof at any time. Dismissal does not become effective until the appointment of a new Board or Board Member.

(10) Board Members may submit their resignation at any time in writing. Letters of resignation must be addressed to the Board; in the case of the entire Board resigning letters should be addressed to the General Assembly. The resignation only becomes effective once a successor is elected or co-opted (section 2).

§ 12: Competences of the Board

The Board governs the Association. It is the Governing Body ("Leitungsorgan") according to the terms of the Austrian Act on Associations 2002. All activities that are not otherwise the responsibility of a different body as stipulated in the statutes, fall to the Board. The following are included in the Board's scope of action:

- (1) Implementing an accounting system in accordance with the Association requirements with ongoing records of takings / expenditures and running a directory of funds as the minimum requirement;
- (2) Compiling financial reports and the statement of accounts;
- (3) Preparing for and convoking the General Assembly as laid out in § 9 sections 1 and 2 2 lit. a – c of these statutes;
- (4) Informing Association Members about the Association's activities, financial bearing and audited statement of accounts;
- (5) Managing the administration of property
- (6) Accepting and excluding Standard and Non-Standard Association Members through the General Assembly;
- (7) Appointing and dismissing Association employees.

§ 13: Special Duties of Individual Members of the Board

(1) The President shall be responsible for the ongoing business of the Association and shall be assisted by the Secretary.

(2) The President shall represent the Association publicly. Written documents of the Association shall become valid upon signature by the President and the Secretary in financial matters (fund deposits), the signatures of the President and the Treasurer. Legal transactions between Members of the Board and the Association shall be subject to the approval of another Member of the Board.

(3) Legal powers to represent the Association publicly or to sign on its behalf can be granted only by the two Board Members named in section 2.

(4) In case of extraordinary circumstances, the President shall be entitled to take measures independently, even in matters falling within the competence of the General Assembly or the Board; such measures shall, however, require the subsequent approval of the relevant body of the Association.

(5) The President directs the Board in the General Assembly and in the Board office.

(6) The Secretary is responsible for the minutes taken in the General Assembly and in Board meetings.

(7) The Treasurer shall be responsible for the financial bearing of the Association.

(8) In the absence of the President, the Secretary or the Treasurer, their deputies will represent them.

§ 14: Auditors

(1) Two Auditors shall be elected by the General Assembly for a period of two years. Reelection is possible. The Auditors may not be Members of a body whose activities are the subject of auditing – with the exception of the General Assembly.

(2) The Auditors are to audit the current business and the financial bearing of the Association for the proper character of accounting and to examine whether the funds are used as provided for in the statutes. The Board has to provide the Auditors with the necessary documents and to give the required information. The Auditors shall have to report to the Board about the results of their audit.

(3) Legal transactions between the Auditors and the Association are subject to the approval of the General Assembly. All other matters concerning Auditors are subject to the stipulations set forth in § 11 section 8 to 10 mutatis mutandis.

§ 15: Board of Arbitration

(1) All disputes arising from the associative relationship shall be settled by the Association's internal Board of Arbitration, which is a "Conciliation Board" according to the Austrian Act on Associations 2002 and not a Court of Arbitration according to the terms of Articles 577 ff of the Austrian Civil Procedure Act.

(2) The Board of Arbitration shall be composed of three Standard Members of the Association. It is structured so that one party to the dispute shall nominate in writing to the Board one Member as arbitrator. Within seven days, the Board shall request the other party to the conflict also to nominate an arbitrator within 14 days. Informed by the Board within seven days the two appointed arbitrator shall elect a third Standard Member as chairman of the Board of Arbitration within a further 14 days. If the votes are tied, a decision shall be taken by lot. The arbitrators must not be Members of a body whose activities are the subject of the dispute – with the exemption of the General Assembly.

(3) The Board of Arbitration shall render its decision following the hearing of both parties in the presence of all its Members by a single majority of votes. It shall decide to the best of its knowledge and belief. Its decision shall be final internally.

§ 16: Scientific Committee

The General Assembly may hire a European scientific committee, composed of doctors specialising in PH. The scientific committee shall have a consulting role without voting rights.

The scientific committee shall assist the organisation and give advice in the following areas:

- through their contacts with the media, patients and the general public
- in consulting patients
- in general in all its objectives.

§ 17: Liquidation of the Association

(1) The voluntary liquidation of the Association may only be decided in a specially convened General Assembly and requires a majority of two third of the valid votes cast by all Members. Invitations to this Assembly shall be issued three months in advance.

(2) This General Assembly shall also pass a resolution concerning the assets of the Association, if such assets exist. The General Assembly shall appoint a liquidator and pass a resolution to whom it is to transfer the assets of the Association remaining after the payment of its debts.

(3) In the case of liquidation or dissolution of the Association or the discontinuation of its previously beneficial purpose, the remaining assets shall be transferred to a receiver pursuing objectives for the promotion of non-profit, charitable or ecclesiastical purposes in accordance with Article 34 ff of the Austrian Federal Tax Order (Bundesabgabenordnung).