

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

Preamble:

PHA Europe is the umbrella organisation of European national PH organisations and understands itself as a representative body at European level.

PHA Europe seeks close cooperation between its members, European institutions, international organisations and public organisations worldwide.

§1: Name, Registered Office and Area of Activity

(1)The association bears the name “Pulmonary Hypertension Association Europe” – European Working Group for Pulmonary Hypertension (PHA Europe).

(2)It has its registered office in Vienna and extends its activities worldwide.

(3)The establishment of branch associations is not intended.

§2: Purpose

The association, whose activities are not aimed at profit, pursues the purpose of

- a)improving the quality of life of patients with pulmonary hypertension and ultimately finding a cure for this disease,
- b)research in the field of pulmonary hypertension (PH, Pulmonary Hypertension),
- c)education and dissemination of knowledge in this field,
- d)promoting its members in its role as an umbrella organisation,
- e)healthcare and health care services,
- f)charitable support for persons with PH, their relatives and other affected persons.

§3: Means to Achieve the Association’s Purpose

(1) The association’s purpose shall be achieved through the non-material and material means listed in paragraphs 2 and 3.

(2) Non-material means include

- a) implementation of measures to achieve the best possible standards of care for PH patients in every European country, such as, for example:

- ensuring the availability of all medicinal therapies related to the treatment of PH,
- improving social support for patients and their families,
- improving the quality of life of patients,
- facilitating access to transplantation;

b) implementation of measures for research into PH and related issues in the medical field;

c) organisation of discussion events, lectures, seminars and other educational and information events;

d) exchange of information between members and patients;

e) strengthening public knowledge and awareness with regard to PH;

f) preparation and distribution of publications;

g) operation of libraries and archives;

h) supporting other countries in the establishment of patient organisations;

i) acting as a link between the medical community, governments of individual states, institutions of the European Union, pharmaceutical companies, national and international organisations and patients;

j) establishment of a European patient registry with due regard to data protection;

k) implementation of measures to promote awareness and awareness-raising at national and European level for the improvement of policies of individual states with regard to social and healthcare standards for PH patients;

l) awarding of scholarships, grants, prizes, distinctions and support;

m) establishment and management or indirect management of patient centres;

n) operation of a website and other electronic media;

o) cooperation and collaboration with domestic and foreign institutions;

p) collection of donations;

q) establishment of legal entities and participation in corporations insofar as this serves the association's purpose.

(3) The required material resources shall be raised through

a) entrance fees and membership fees,

b) donations, collections, inheritances, legacies and other contributions,

c) subsidies and grants,

- d) income from the association's entrepreneurial activities listed in § 3 paragraph 2,
- e) income from activities as a vicarious agent,
- f) income from the provision of services within the meaning of § 40a item 2 BAO,
- g) sponsorship contributions,
- h) advertising revenue,
- i) income from the management and utilisation of the association's assets.

§ 4: Tax-Privileged Status pursuant to §§ 34 et seq. BAO

(1) The association exclusively and directly pursues the purposes listed in these statutes.

(2) The activities of the association are not aimed at profit.

(3) Any purposes not privileged within the meaning of §§ 34 et seq. BAO are subordinate to the privileged purposes and are pursued to a maximum extent of 10 % of total resources.

(4) Incidental profits may only be used to fulfil the privileged purposes set out in the statutes.

(5) The economic business operations of the association shall not compete with taxable businesses of the same or similar type to a greater extent than is unavoidable for the fulfilment of the association's purposes.

(6) The association may operate non-privileged businesses, commercial enterprises or agricultural and forestry enterprises only if these have exceptional permits pursuant to § 45a or § 44 paragraph 2 BAO.

(7) The funds of the association may be used exclusively for the privileged purposes. Members of the association may not receive any profit shares and, outside the association's purpose or without appropriate consideration, no other benefits from the funds of the association in their capacity as members.

(8) The awarding of prizes and scholarships shall be carried out in compliance with the provisions of § 40b BAO.

(9) Upon withdrawal from the association and upon dissolution of the association, members of the association may not receive more than the paid-in contribution and the fair value of their contributions in kind. The repayment of paid-in contributions is limited to the value of the paid-in contribution, and the return of contributions in kind to their fair value at the time of return. Increases in value may not be taken into account.

(10) No person may be favoured by administrative expenses that are unrelated to the purpose of the association or by disproportionately high or non-customary remuneration (salaries).

(11) All bodies of the association shall observe the principle of economy.

(12) Collected donation funds may be used exclusively for the privileged purposes stated in the purpose.

(13) The association may engage vicarious agents within the meaning of § 40 paragraph 1 BAO to pursue its purposes. Their actions shall be deemed to be the actions of the association.

(14) The association may pass on funds amounting to less than 10 % of total resources as donations to other organisations or forward them to donation-privileged organisations under application of § 40a item 1 BAO with an appropriate earmarking, provided that at least one identical organisational purpose exists.

(15) The association may, under application of § 40a item 2 BAO, provide goods and services to other entities privileged pursuant to §§ 34 et seq. BAO. This activity may only be carried out to an extent of less than 50 % of the total activity of the association. The recipient of the service must be charged at cost price.

(16) The association may act wholly or partly as a vicarious agent for other entities pursuant to § 40 paragraph 1 BAO.

(17) The association may act within the framework of cooperations. If not all cooperation partners are tax-privileged within the meaning of §§ 34 et seq. BAO, both the purpose of the cooperation and its contribution to the cooperation must constitute a direct promotion of its privileged purpose pursuant to § 40 paragraph 3 BAO, and no funds may flow to a cooperation partner not privileged within the meaning of §§ 34 et seq. BAO. A cooperation must be agreed in such a way that the association can directly influence the achievement of the cooperation objective.

(18) The association is entitled to establish legal entities and participate in corporations. If an ownerless legal entity is established, the following conditions must be met: the established entity must fulfil the requirements of §§ 34 et seq. BAO, at least one of its purposes must correspond to the purposes of the founder, the transferred funds must serve the capitalisation of the established entity, and the transfer of funds must indirectly serve the fulfilment of the founder's purpose.

(19) The association may, insofar as financial resources and the association's purpose permit, employ staff or otherwise engage third parties to fulfil its purpose. Remuneration may also be paid to members of the association, including association officials, provided that this relates to activities that go beyond association activities in the narrow sense; such remuneration must withstand an arm's length comparison.

§ 5: Types of Membership

Members of the association are classified as ordinary members, extraordinary members, observers and honorary members. Members of the association may be European PH organisations as well as legal entities and partnerships with legal capacity; in exceptional cases also non-European PH organisations such as, for example, Israel.

(1) Ordinary members are national PH organisations that are recognised as non-profit associations in their respective countries. Founding members are automatically ordinary members and do not have to apply for membership.

In exceptional cases, individuals may also be ordinary members, for example the German-speaking group Switzerland.

(2) Extraordinary members may be organisations that do not have their registered office in Europe or do not directly have the disease profile PH as the focus of their activities.

(3) Honorary members are persons who are appointed as such due to special заслуги to the association. Honorary members are elected by the General Assembly upon proposal of the Board. These are persons who have rendered outstanding services in the field of PH. Honorary members have an advisory function.

(4) Observers are institutions or representatives of public and private organisations who may participate in the activities of PHA Europe. They are elected by the General Assembly upon proposal of the Board. Observers have an advisory function only.

§ 6: Acquisition of Membership

Membership must be applied for in writing to the Board. The General Assembly decides on acceptance or rejection.

(1) Ordinary members:

These organisations may apply for membership in writing to the Board, and the General Assembly decides on acceptance or rejection.

(2) Extraordinary members:

Membership may be applied for in writing to the Board, and the General Assembly decides on acceptance or rejection.

(3) Honorary members:

Honorary members are elected by the General Assembly upon application by the Board.

(4) Observers:

Observers are elected by the General Assembly upon proposal of the Board. They have an advisory function only.

§ 7: Termination of Membership

(1) Membership ends upon death, in the case of legal entities and partnerships with legal capacity upon loss of legal personality, through voluntary withdrawal and through exclusion.

(2) Withdrawal must be notified to the Board in writing and with reasons stated.

The Board may exclude a member after having heard the defence of the party concerned. Such exclusion is pronounced by the General Assembly, where a resolution to this effect must be adopted by a two-thirds majority of the members present or their appointed representatives.

(3) The exclusion of a member from the association may also be ordered by the Board due to a serious breach of other membership obligations or due to dishonourable conduct.

(4) The revocation of honorary membership may be decided by the General Assembly by simple majority upon application by the Board for the reasons stated in paragraph 3.

§ 8: Rights and Duties of Members

(1) All members are entitled to participate in all events of the association and to make use of the facilities of the association.

(2) The right to participate in the General Assembly is granted to all members.

(3) The right to vote in the General Assembly as well as the active and passive right to vote is granted only to ordinary members and honorary members.

(4) Each member is entitled to request the Board to provide a copy of the statutes.

(5) At least one tenth of the members may request the Board to convene a General Assembly.

(6) The members shall be informed by the Board at every General Assembly about the activities and the financial management of the association. If at least one tenth of the members so request, stating the reasons, the Board must also provide such information to the requesting members within four weeks.

(7) The members shall be informed by the Board about the audited annual financial statements (accounting). If this takes place at the General Assembly, the auditors shall be involved.

(8) The members are obliged to promote the interests of the association to the best of their ability and to refrain from anything that could harm the reputation and the purpose of the association. They must observe the association's statutes and the resolutions of the association's bodies. Ordinary and extraordinary members are obliged to pay the entrance fee and the membership fees in the amount decided by the General Assembly in due time.

Members are not entitled to financial compensation for their obligations. Reimbursable are only costs incurred in the name of PHA Europe, whereby the corresponding receipts should be submitted wherever possible. This includes travel expenses and accommodation costs. Details are laid down in the rules of procedure.

§ 9: Bodies of the Association

The bodies of the association are the General Assembly, the Board, the Auditors, the Scientific Advisory Board and the Arbitration Tribunal.

§ 10: General Assembly

(1) The General Assembly is the “members’ assembly” within the meaning of the Associations Act 2002. An ordinary General Assembly shall be held at least once a year.

(2) An extraordinary General Assembly shall be held within four weeks upon

a) resolution of the Board or the ordinary General Assembly,

b) written request by at least one tenth of the members,

c) request of the auditors (§ 21 paragraph 5 first sentence VerG),

d) resolution of an auditor / the auditors (§ 21 paragraph 5 second sentence VerG, § 12 paragraph 3 third sentence of these statutes),

e) resolution of a court-appointed curator (§ 12 paragraph 3 last sentence of these statutes).

(3) The chair of the General Assembly shall be held by the President or a person designated by him/her at the place or seat specified in the invitation.

(4) The invitation to the General Assembly, including the agenda, shall be sent by the Board 30 days before the date determined for the General Assembly.

(5) The President shall convene an extraordinary General Assembly if this is requested by the Board or by one tenth of the members of the General Assembly.

(6) Members and/or their representatives shall participate in the General Assembly. Each member is responsible for the votes of its national association.

(7) Each country represented at the General Assembly of PHA Europe shall have two seats and two votes in the General Assembly.

(8) Representation of a member by another member is permitted upon presentation of a corresponding power of attorney. However, a member may not represent more than two members.

(9) The General Assembly shall approve the balance sheet of the previous year and, upon proposal of the Board, the budget for the following year by simple majority.

(10) Upon proposal of the Board, the General Assembly shall decide by simple majority on

- resolutions relating to the strategic policy of PHA Europe,
- the annual membership fees,
- the annual reports of the Board and the agendas,
- the admission or rejection of members and observers,
- amendments to the statutes only by a two-thirds majority of all valid votes cast,
- the granting and revocation of honorary membership.

(11) The General Assembly shall elect the President and Vice-President(s), the Treasurer and Deputy Treasurer, and the Secretary and Deputy Secretary for a further term of office. This election shall be carried out by absolute majority of the members. Members of the Board may be re-elected for a further term of office.

(12) The votes of the members of PHA Europe shall be cast either at the annual General Assembly of PHA Europe or prior to the annual General Assembly by ballot papers which are sent to the members in good time either by post, by fax or by e-mail, or by a combination of these methods of delivery, whereby the right to vote is granted to all members. In the event of a tie, a second vote shall be held for the office concerned.

(13) Should a second or further meetings be necessary, a two-thirds majority of the members of PHA Europe shall be required.

(14) With the exception of the special cases mentioned in these statutes, resolutions at the General Assembly shall be adopted by simple majority of the voting members or their appointed representatives and shall be communicated to all members.

(15) The General Assembly shall constitute a quorum regardless of the number of members present.

(16) Decisions not included in the agenda may not be taken. The resolutions of the General Assembly shall be recorded in the minutes, which shall be signed by the President and kept by the Secretary, who shall forward them to the members.

§ 11: Board

(1) The Board shall consist of at least six members, namely the President and one or two Vice-Presidents, the Secretary and Deputy Secretary, and the Treasurer and Deputy Treasurer.

(2) The Board shall be elected by the General Assembly. If an elected member leaves office, the Board has the right to co-opt another eligible member to take his/her place, subject to subsequent approval by the next General Assembly. If the Board ceases to exist entirely or for an unforeseeably long period without self-completion by co-option,

each auditor is obliged to convene an extraordinary General Assembly immediately for the purpose of electing a new Board. If the auditors are also unable to act, any ordinary member who recognises the emergency situation must immediately apply to the competent court for the appointment of a curator, who must promptly convene an extraordinary General Assembly.

(3) The term of office of the Board shall be two years; re-election is permitted. Each function on the Board shall be exercised personally.

(4) The Board shall be convened by the President, or in the event of his/her inability by his/her Vice-President, in writing or orally. If this person is also prevented from acting for an unforeseeably long period, any other member of the Board may convene the Board.

(5) The Board shall constitute a quorum if all its members have been invited and at least half of them are present.

(6) The Board shall adopt its resolutions by simple majority of votes; in the event of a tie, the vote of the chairperson shall be decisive.

(7) The chair shall be held by the President, or in the event of his/her inability by his/her Vice-President. If this person is also unable to act, the chair shall be assumed by the oldest member of the Board present or by the member of the Board designated by a majority of the other Board members.

(8) In addition to death and expiry of the term of office (paragraph 3), the function of a Board member shall cease through removal from office (paragraph 9) and resignation (paragraph 10).

(9) The General Assembly may remove the entire Board or individual members thereof at any time. Removal shall take effect upon appointment of the new Board or Board member.

(10) Board members may declare their resignation in writing at any time. The declaration of resignation shall be addressed to the Board, or in the case of resignation of the entire Board to the General Assembly. The resignation shall only become effective upon the election or co-option (paragraph 2) of a successor.

§ 12: Duties of the Board

The Board is responsible for the management of the association. It is the “governing body” within the meaning of the Associations Act 2002. It is responsible for all matters not assigned to another association body by these statutes. Its area of responsibility includes in particular the following matters:

(1) establishment of an accounting system appropriate to the requirements of the association, with ongoing recording of income and expenditure and maintenance of an asset register as a minimum requirement;

- (2) preparation of the annual report and the annual financial statements;
- (3) preparation and convening of the General Assembly in the cases of § 10 paragraphs 1 and 2 lit. a – c of these statutes;
- (4) informing the association's members about the association's activities, financial management and the audited annual financial statements;
- (5) management of the association's assets;
- (6) submission of applications for admission of members to the General Assembly;
- (7) hiring and dismissal of employees of the association.

§ 13: Special Duties of Individual Board Members

- (1) The President shall conduct the day-to-day business of the association. The Secretary shall support the President in the conduct of the association's business.
- (2) The President shall represent the association externally. Written instruments of the association shall require, in order to be valid, the signatures of the President and the Secretary, and in financial matters (asset-related dispositions) the signatures of the President and the Treasurer. Legal transactions between Board members and the association require the consent of another Board member.
- (3) Authorisations to represent the association externally or to sign on its behalf may be granted exclusively by the Board members named in paragraph 2.
- (4) In cases of imminent danger, the President is entitled, under his/her own responsibility, to issue orders independently even in matters falling within the area of responsibility of the General Assembly or the Board; however, in the internal relationship such orders require subsequent approval by the competent association body.
- (5) The President shall chair the General Assembly and the Board.
- (6) The Secretary shall keep the minutes of the General Assembly and the Board.
- (7) The Treasurer shall be responsible for the proper financial management of the association.
- (8) In the event of prevention, the deputies shall take the place of the President, the Secretary or the Treasurer respectively.

§ 14: Auditors

- (1) Two auditors shall be elected by the General Assembly for a term of two years. Re-election is permitted. The auditors may not belong to any body – with the exception of the General Assembly – whose activities are subject to their audit.
- (2) The auditors are responsible for ongoing monitoring of the management of the association's affairs and for auditing the financial management of the association with

regard to the correctness of accounting and the use of funds in accordance with the statutes. The Board must submit the required documents to the auditors and provide the necessary information. The auditors shall report to the Board on the result of the audit.

(3) Legal transactions between auditors and the association require the approval of the General Assembly. Otherwise, the provisions of § 11 paragraphs 8 to 10 shall apply *mutatis mutandis* to the auditors.

§ 15: Arbitration Tribunal

(1) For the settlement of all disputes arising from the association relationship, the internal arbitration tribunal of the association shall be competent. It is a “conciliation body” within the meaning of the Associations Act 2002 and not an arbitration tribunal pursuant to §§ 577 et seq. ZPO.

(2) The arbitration tribunal shall consist of three ordinary members of the association. It shall be constituted in such a way that one party to the dispute nominates one member as arbitrator to the Board in writing. Upon request by the Board within seven days, the other party to the dispute shall nominate a member of the arbitration tribunal within 14 days. After notification by the Board within seven days, the nominated arbitrators shall, within a further 14 days, elect a third ordinary member as chairperson of the arbitration tribunal. In the event of a tie, the decision among the nominees shall be made by drawing lots. The members of the arbitration tribunal may not belong to any body – with the exception of the General Assembly – whose activities are the subject of the dispute.

(3) The arbitration tribunal shall render its decision after hearing both parties, with all its members present, by simple majority of votes. It shall decide according to its best knowledge and conscience. Its decisions shall be final within the association.

§ 16: Scientific Committee

(1) The General Assembly may establish a European Scientific Committee consisting of physicians specialising in PH. The Scientific Committee shall have an advisory role and shall not have voting rights.

(2) The Scientific Committee shall support the association and advise it in the following matters:

- in its contacts with the media, patients and the general public,
- in advising patients,
- in general in all of its objectives.

§ 17: Dissolution of the Association

(1) The voluntary dissolution of the association may be decided only at a General Assembly convened specifically for this purpose and only by a two-thirds majority of the

valid votes cast by all members. This meeting must be convened with a notice period of three months.

(2) This General Assembly shall also decide – if association assets exist – on the winding-up. In particular, it shall appoint a liquidator and decide to whom the association's assets remaining after settlement of liabilities are to be transferred.

(3) In the event of voluntary or official dissolution or revocation of the association, or in the event of discontinuation of the previous privileged purpose of the association, the association's assets remaining after settlement of liabilities shall be used by the recipient for charitable, benevolent or ecclesiastical purposes within the meaning of §§ 34 et seq. BAO.