

European Hidradenitis Suppurativa Foundation e.V.

Non-profit, public benefit organization (Saxony-Anhalt VR 3468 - Taxation no 114/142/04874)
c/o Departments of Dermatology, Venereology, Allergology and Immunology,
Dessau Medical Center, Auenweg 38, 06847 Dessau, Germany
Tel.: +49-340-5014000– Fax: +49-340-5014025 – E-mail: ramona.engelmann@klinikum-dessau.de
Bank account: Weberbank Berlin - IBAN: DE90101201001700008373 - BIC: WELADED1WBB

CONSTITUTION

§ 1 Name

1) The association bears the name

European Hidradenitis Suppurativa Foundation.

2) It shall be registered in the public register. After registration it leads to his name the addition e.V.

§ 2 Office, Fiscal Year

1) The association has its headquarters in Dessau.

2) Fiscal year is the calendar year.

§ 3 Purpose of the Association

1) The association pursues exclusively and directly charitable purposes within the meaning of the "tax-privileged purposes" of the tax code. Purpose of the association is the promotion of science and research in field of the disease hidradenitis suppurativa / acne inversa.

2) The purpose of the association is raising funds for the promotion of research projects in the field of the disease hidradenitis suppurativa / acne inversa also to be achieved by support from other tax-exempt entities, public corporations or foreign entities whose activity is in line with the German Charity Law.

Purpose of the association is also the training of physicians, patients and laypersons.

These purposes are to be achieved

- through raising funds for the support of scientific meetings for education of physicians, patients and laypersons also from other tax-exempt bodies, public corporations or foreign corporations whose business is through raising funds for the support of scientific meetings for continuing education of physicians, patients and laypersons in accordance with the German Charity Law,
- through lectures of educational character and
- through public relations.

Purpose of the association is also raising funds for the promotion of public health care in the field of the disease hidradenitis suppurativa / acne inversa also from other tax-exempt entities, public corporations or foreign corporations whose activities are in line with the German non-profit law.

§ 4 Profit and tax relief

- 1) The association pursues exclusively and directly charitable purposes within the meaning of the "tax-privileged purposes" of the tax code.
- 2) The Association does not pursue own financial purposes.
- 3) Funds may be used only for constitution-related purposes.
- 4) The members receive no benefits from the association.
- 5) No person may benefit from expenditures that are related to the purpose of the association or from disproportionately high remuneration.
- 6) The Board acts principally on a voluntary basis. The General Assembly may decide an annual adequate global remuneration of board members.

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- 7) There is no legal entitlement for support from the association.
- 8) The association is politically, ethnically and religiously neutral and is run by volunteers.

§ 5 Membership

- 1) Membership of the association is open to all natural and legal, domestic or foreign persons who accepts and supports the goals and purpose of the Association.
- 2) The members of the Association are divided into:
 - a) Ordinary members are natural persons; the founders of the association are ordinary members.
 - b) Honorary members are individuals.
 - c) Supporting members are natural persons and legal entities.
- 3) A written application form must be sent to the Board. With the application the candidate recognizes - in the case of acceptance - the statute. There exists no right for obtaining a membership.
- 4) The Board decides on the admission by resolution. The decision shall be communicated to the applicant and does not require justification.
- 5) The rejection by the Board is final.
- 6) The membership begins with the Board resolution.
- 7) The Board may grant honorary membership to individuals. The resolution requires a simple majority. Honorary membership should only be granted to individuals who have rendered outstanding services to the association or to the fulfillment of the purpose of the association in a special manner.
- 8) A person must be at least 18 years old to become a member.

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9) Membership is terminated by death, resignation, expulsion or cancellation of membership.

10) Termination of the membership must be declared in written form to the Board. It is effective at the end of the calendar year in which it is declared.

11) The exclusion from the association is only permitted due to serious reasons. The General Assembly decides for the exclusion of a member. The Board shall notify its request to exclude the member at least two weeks before the assembly. A detailed written statement of the member is to be read in the General Assembly. The member to be excluded shall be granted a hearing before the decision. The exclusion of the member is effective upon the decision of the assembly. The exclusion has to be announced immediately to the excluded member in written form by the Board in case that the excluded member has not been present at the decision-making assembly.

12) Deletion of a membership can take place if the member have not paid three membership fees and the resulting amount due is not paid in full within six months after a written reminder. The deletion is done by decision of the Board, the decision is not to be announced to the deleted member.

§ 6 Rights and obligations of members

1) Ordinary Members and Honorary Members have application and vote rights.

2) A transfer of the voting is permitted, provided that a voting member may represent only one other voting member.

3) Honorary members are exempt from the obligation to pay membership fees. Individuals who have rendered outstanding services to the Association or the purposes of the Association may be appointed Honorary members.

4) Supporting members have no voting rights or application. They support the association through financial contributions, ideal aids, benefits in kind or covering expenses of association activities. They agree to promote the purpose of the association and to refrain

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from anything that could damage the reputation of the Association or of an ordinary member or jeopardize the achievement of the association. Individual rights can be assigned by the Board.

5) The members are entitled to use the facilities of the association and participate in the events.

6) The members are obliged to support the goals and interests of the Association and to abide by the decisions and arrangements of the club members.

§ 7 Membership fee

1) An annual membership fee is to be paid. The amount is determined by the the general assembly. Details are contained in a membership fee order, which has to be approved by the General Assembly.

2) The membership fee is to be paid in advance and is payable for the full year of entry.

3) No admission fee has to paid.

4) Honorary members are exempt from the obligation to pay membership fees.

5) The founding members are exempt from the obligation to pay a membership fee. The application for exemption from payment must be sent in written form to the Board.

6) is a member of more than three (3) years in delay with the payment of fees his membership will be automatically deleted.

§ 8 Bodies of the Association

Bodies of the Association are:

- a) the Executive Board and
- b) the General Assembly.

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§ 9 Board

- 1) The Board is constituted after § 26 BGB, including the Chairman, the Deputy Chairman and the Treasurer / Secretary. Each of them is authorized to represent the Association.
- 2) Board members may only be natural persons.
- 3) The right of representation of board members is limited to the extent that approval of a second board member in legal transactions over 2.500 € and over 10.000 € from all board members is required.
- 4) The Board is elected by the General Assembly. Re-election is possible. The term of office is five (5) years. The Board remains in office until a new election takes place.
- 5) The office of a member of the Board ends with the end or loss of membership. If a member resigns before the expiration of his term of office, the Board shall elect a replacement for the rest of the office term of the retired member.
- 6) Various board positions cannot be combined in one person.
- 7) The Management Board shall take its decisions by a simple majority.
- 8) The Board may make amendments of the statutes that are required by an authority or by law.
- 9) Board meetings are convened by the Chairman,
 - a) when it is in the interest of the association,
 - b) at least once a year.

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§ 10 General Assembly

- 1) The General Assembly is convened
 - a) when it is in the interest of the association,
 - b) at least once a year,
 - c) within three months after the withdrawal of a Board member,
 - d) at the convening of a quarter of all the members, stating the purpose and the reasons of convention.

- 2) The Board shall submit (according to §1b) an annual report and financial statements, the Assembly has to take decision on the discharge of the Board.

- 3) The General Assembly is convened by the Board at a period of up to three weeks. The period begins with the dispatch of the invitation to the member's last known address. The convening of the meeting must specify the subject of the resolution. Every member can apply to the Board in writing for up to one week before the date of the General Assembly to place in the agenda other matters. The chairman of the meeting shall then start to supplement the agenda accordingly. The General Assembly decides on proposals to amend the agenda, that may be made in the General Assembly.

- 4) The meeting will, unless it is decided otherwise, chaired by a member of the Board.

- 5) The general assembly decides upon:
 - a) the approval of the financial statements,
 - b) the discharge of the Board,
 - c) the election of the Board,
 - d) Amendments,
 - e) the determination of membership fees,
 - f) proposals of the Board and of the members,
 - g) the dissolution of the association.

- 6) Any duly convened general assembly has a quorum.

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7) To vote on the amendment of the Articles, the presence of two thirds of the members is required. Quorum is not present in such a case, the chairman of the meeting may immediately terminate the incompetent decision meeting on the same day and immediately open a General Assembly with the same agenda item. The new assembly has without regard to the number of members a quorum and decisions will be taken with two-thirds majority. The fact shall be indicated in the convening of the repeated meeting repetition.

8) In case that decision is taken for the dissolution of the Association, the presence of two-thirds of the members is required. Shall the General Assembly not constitute a quorum, then a further general meeting should be convened with the same agenda before the end of four weeks. A new Assembly can take place the earlier in two months and no later than six months after the previous Assembly. A new meeting has a quorum regardless of the number of members present. The invitation at that assembly must include a notice on the easier decision mode.

9) A decision on the dissolution of the Association can be taken by a majority of four fifths of the members appeared, for a decision which contains an amendment to the statutes, a majority of three quarters of the members present is required.

10) Voting takes place by show of hands. At the request of at least five members present secrete voting should take place. The majority of the members decides. In case of a tie the item shall be considered rejected.

11) About the decisions taken in the Assembly minutes shall be written. The minutes shall be signed by the chairman of the meeting and the secretary. If several chairmen worked, the last chairman of the meeting signs the minutes. Each member is entitled to consult the transcript.

§ 11 "Virtual" meetings of the organs of the association

1) Do the board members possess the technical possibilities for Internet telephony or video conferencing, a board meeting can also be done with this.

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- 2) membership meetings are held according to the principles closed user groups. Consequently, for example, the General Assembly can be held in a chat room or by means of "Skype". Other technical possibilities of a meeting place may be decided by order.
- 3) The eligible members receive individual access authorization data assigned for this purpose. The members are required to make the legitimacy of data and passwords to any third party to access and to comply strictly under wraps.
- 4) The communication takes place exclusively within the invited members, with the identification of the participants must be beyond doubt. When registering for example in chat the name is the e-mail address linked so that access is only with registration activation through this e-mail address.
- 5) Furthermore, the provisions of § 11 are valid.

§ 12 Dissolution of the Association

- 1) The Association may be dissolved by a decision of the General Assembly.
- 2) The liquidation shall be performed the Board.
- 3) Upon dissolution of the Association, deprivation of legal capacity or loss of tax-privileged purposes, the assets of the organization will go to another tax-privileged corporation for use for the promotion of science and research, particularly in the field of the disease hidradenitis suppurativa / acne inversa or the field of rare diseases.

Prague, September 29, 2012

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