

### **§ 1. Name, headquarter and field of activity**

The name of the Association is “European Helicobacter & Microbiota Study Group” (hereafter “the Association”). Its headquarters are located in Vienna, Austria. The Association is incorporated for an unlimited period of time. It extends its activities throughout Europe.

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

The Association is acting as a non-profit Association and has no lucrative purpose. The purpose of the Association is to promote research concerning Helicobacter and gut microbiota to disseminate medical, scientific and technical information with the aim to reduce the burden of Helicobacter and gut microbiota related diseases

### **§ 3. Means to serve the purpose of the Association**

- (1) The missions and the goals of the Association will be achieved by the following non-material means:
  - organisation of meetings (such as scientific congresses, seminars, national and international congresses, as well as technical courses & symposia),
  - dissemination of the medical, scientific and technical information by means of all sorts of publications,
  - provision of research grants and fellowships for studies in the field,
  - provision of scientific assistance and expertise for projects in the field,
  - support of all initiatives which could help to achieve the aims of the Association.
  - implementation of studies in the field.
  - exchange and dissemination of knowledge in the field of Helicobacter pylori and Microbiota and health.
- (2) The goals of the Association shall be achieved by the following material means:
  - Membership fees from individuals and legal entities
  - Subsidies, support and unrestricted educational grants from private and public entities and related industry,
  - earnings from asset management (eg. interest, rent and lease),
  - income from the organisation of meetings, congresses and seminars, as well as technical courses and symposia, and from corporate exhibition and sponsoring related to these activities,
  - income from scientific publications, in electronic and printed journals,
  - donations, legacies and other contributions.
- (3) In any case, the association is entitled to participate in corporate entities, even if this exclusively serves management of its assets.

### **§ 4. Composition of Members**

- 1) The Association is comprised of the founding members, active members, emeritus members, honorary members and corresponding members.
- 2) The founding members consist of the group which established the statutes of the Association.
- 3) Active members are physical persons having agreed to propose their candidature.
- 4) Honorary members are physical persons giving or having given significant service to the Association. They are proposed by the Board of Officers and approved by the Council with a two-thirds majority.
- 5) Emeritus members are physical persons who have resigned as active members and who are recognized for having rendered important service to the Association. They are proposed by the Board of Officers of the Association and approved by the Council with a two-thirds majority.
- 6) Corresponding fellows are physical persons who are proposed by a member of the Board of Officers of the Association, and are recognised upon approval of the Council.

## **§ 5. Membership admission**

- Members of the Association must agree to the present statutes.
- They are proposed to the Board of Officers by two members of the Council.
- New members must be approved by the whole Council with a two-thirds majority following the proposal by the Board of Officers.

## **§ 6. Membership termination (resignation, exclusion)**

- The membership terminates by reason of decease of a member.
- The members may withdraw from the Association at any time (resignation). A member who resigns can be proposed as an emeritus member, their agreement provided. The decision has to be confirmed by the general assembly.
- The Council may propose to remove a member from the Association in case of lack of participation at the Council Meetings, misconduct or malpractice; the decision has to be confirmed by the general assembly.
- Membership may be withdrawn by occurrence of a serious act of a member, but only after the member had been invited to present an explanation to the Board of Officers.

## **§ 7. Rights and Duties of Members**

- All members are entitled to attend all meetings of the Association; voting rights are listed in § 9.
- Members are not allowed to receive payments from means of the Association.
- The Association may not advantage persons by paying out administrative expenses, not intended for the purpose of the Association or by paying out disproportionately high gratifications.

## **§ 8. Bodies of the Association**

(1) *The Bodies of the Association are:*

- a) General Assembly
- b) Council
- c) Board of Officers
- d) Auditors
- e) Court of Arbitration

## **§ 9. General Assembly**

- 1) The General Assembly is the meeting of members of the Association in terms of the association act 2002. An ordinary General Assembly is held at least once a year.
- 2) An extraordinary General Assembly takes place within four weeks upon decision of the Board of Officers or the Council, of the ordinary General Assembly or upon written petition of at least one-tenth of the members or upon request of the Auditors.
- 3) The invitation to the ordinary or the extraordinary General Assemblies must be sent to all members in writing, per e-mail (to the address given to the Association by the members) at least two weeks before the meeting. The General Assembly is convened by the Board of Officers. The agenda must be included in the convocation.
- 4) Motions to the General Assembly must be sent to the Council in a written form not later than three days before the meeting.
- 5) Valid resolutions with the exception of those regarding a request to convene an extraordinary General Assembly, can only be passed on items that are part of the agenda.

- 6) All members have the right to attend the General Assembly. Only active members and the founding members have the right to vote. Each member has one vote. The transfer of voting rights to another member is possible by giving a proxy. Each member present is limited to one proxy.
- 7) The general assembly achieves a quorum regardless of the number of attendees.
- 8) Elections and decisions at the General Assembly are generally taken by a simple majority of the valid votes cast. Resolutions concerning the modification of the statutes or the dissolution of the Association however require two-third majority of the valid votes cast.
- 9) The General Assembly shall be chaired by the President or, in their absence, the General Secretary. In their absence, the (age) oldest member present chairs the meeting.

### **§ 10. Duties of the General Assembly**

The General Assembly has the following duties:

- 1) To accept and approve the statement and the clearance of accounts under involvement of the auditors;
- 2) To approve the budget;
- 3) To elect and dismiss the members of the Board of Officers, the Council and the auditors;
- 4) To approve legal transactions between the Association and the auditors;
- 5) To discharge the Board of Officers;
- 6) To determine the member fee for active members;
- 7) To decide upon changes of the statutes and the voluntary dissolution of the Association;
- 8) To discuss and decide other topics of the agenda.

### **§ 11. The Council**

The Association is administered by a council of fourteen to eighteen members (either founding or active member in the Group), with as far as possible, one representative from each country of the European Union as well as other European countries. The council can decide to elect a second member from a given country among those represented in order to bring the expertise which is needed, but not present with the current members. The General Secretary acts as the representative of the Board of Officers in the Council for a period of three years, beginning with the General Assembly.

#### **Meetings of the Council**

- 1) The Council meets at least two times per year and each time it is convened by the Secretary upon request of the President or of one-fourth of its members.
- 2) The presence of at least half of the Council members plus one is necessary in order for any decisions to be considered valid.  
Each council member must be present at least half of the meetings during the year.
- 3) Decisions are made by a simple majority of the council members present, except for the inclusion of members. In the event of an equal division, the President has a casting vote.
- 4) The minutes of each council meeting are drawn up.
- 5) The minutes are signed by the President and the General Secretary.

### **§ 12. Powers of the Council**

- 1) The Council has full powers to act in all matters on behalf of the Association. It can undertake or authorise any action allowed to the Association and not specifically attributed to the Annual General Assembly of members.

- 2) The Council oversees the running of the Association by the Board of Officers and has the right to demand an explanation of their acts.
- 3) The Council approves any buying, selling or renting, and any loans or grants necessary for the proper functioning of the Association.
- 4) The Council approves the President's report to the General Assembly.

### **§ 13. The Board of Officers**

- 1) The Council elects from among its members, by secret vote if requested by one member, a board of officers composed of at least:
  - a President, elected for one year
  - a General Secretary, elected for three years
  - a Treasurer, elected for three years
  - and if necessary one or more members with a particular function.
- 2) The Council determines the number of officers on the Board, respecting the minimum number mentioned above.
- 3) The term of the President ends with the yearly Workshop. The President can be re-elected in case the Workshop is organised in a country without council members, the General Secretary and the Treasurer can equally be re-elected.

### **§ 14. Powers of the Board of Officers**

The Board of Officers is in charge of carrying out the decisions made by the Council.

#### **The President**

- 1) The President acts as the official representative of the Association and is the organiser of the annual Workshop in the year of their office.
- 2) The President and/or General Secretary propose the dates of the General Assemblies and the Council Meetings.
- 3) The President is the representative of the Association and has full power to act in all matters on behalf of the Association. They can delegate their authority to the General Secretary.
- 4) The President is responsible for carrying out all legal transactions in the name of the Association.
- 5) The President presents an annual report of the meeting they organised to the General Assembly.
- 6) Due to their obligation of organising the annual Workshop, a candidate for the functions of the President will be proposed and elected each year among the members of the Council. If no candidate is proposed, the acting President will keep their title for an additional year, keeping within the time limits allowed before the expiration of their administrative mandate.
- 7) In the event of the absence or sickness of the President, they are replaced by the General Secretary.

#### **The General Secretary**

- 1) The General Secretary is responsible to draw up the minutes.
- 2) The General Secretary summons the members to the General Assemblies and the Council Meetings upon request of the President and can replace him in case of absence or upon request.

The President or the General Secretary is responsible, on behalf of the Association, for taking care of the legal formalities of declaration and publication of the Association as determined by law.

All power is given to the President or to the General Secretary in order to carry out these formalities.

### **The Treasurer**

- 1) The Treasurer is responsible for the management of the assets of the Association. They make payments and administer the income for the Association, under the supervision of the President.
- 2) The Treasurer keeps the accounts of the Association. They report on the status of the accounts at meetings of the Council as well as at the General Assemblies.
- 3) The Treasurer is in charge of regular accounting, according to different categories, if necessary.
- 4) The Treasurer presents a report on the Association's accounts to the General Assembly.

### **§ 15. The Auditors**

The General Assembly shall elect two auditors for a period of two years. They may be re-elected. The auditors may not be members of the Council. The auditors' duties are to check the current business and the financial management of the Association for the proper character of accounting and to examine whether the funds are used as given by the bylaws. The Board of Officers shall provide the auditors with all necessary documents and information. The auditors shall report the results of the audit to the Council.

### **§ 16. Voluntary Work**

- 1) The members of the Association may under no circumstances accept gratuities for the functions they have been given, nor may they as a general rule benefit from any direct or indirect advantages.
- 2) They may, however, be reimbursed for travel expenses or other expenses incurred for the needs of the Association, upon justification.
- 3) Justified expenses incurred by the President and other members of the Board of Officers shall be verified and approved by the Treasurer.

### **§ 17. Court of Arbitration**

- 1) All disputes arising from the association relationship shall be settled by the Arbitration court. This is a "Arbitration set-up" according to the Association law 2002 but not an Arbitration court according to §§ 577 ff ZPO.
- 2) The Arbitration court shall consist of a permanent member elected by the General assembly as chairman (or in their absence or biases by his deputy, equally elected by the General assembly) and two further members who shall be made known to the chairman in writing by each litigant. The members of the Arbitration court may not hold a different function or be employed by the European Helicobacter and Microbiota Study Group.
- 3) Each litigant may elect a trusted representative from the ordinary members of the association to represent them in arbitration proceedings. They have no voting rights, however.
- 4) The decision of the Arbitration court shall be final in its entirety.
- 5) The Arbitration court conducts the proceedings to the best of its knowledge and belief, and the decision shall be taken by a simple majority in the presence of all their members and after granting the parties hearing.

## **§ 18. Dissolution of the Association**

- 1) The voluntary dissolution of the association can be decided upon only in a general assembly and only by a two-thirds majority of the valid votes cast. The convening of the General assembly for the purpose of the dissolution of the association has to be made at least 4 weeks before the date of the General assembly. The resolution of dissolution of the General assembly then requires confirmation by a majority of 2/3 of the valid votes cast in an online vote by all members in the course of a circular resolution. The deadline for voting is 14 days. The current Board of Officers is obliged to announce the voluntary dissolution within 4 weeks after the resolution to the Association Authorities in writing.
- 2) The general assembly has - as far as association's assets are available - to decide on the settlement. In particular, it must appoint a liquidator and make a decision as to whom the funds remaining after the settlement of the liabilities need to be transferred in accordance with paragraph 3.
- 3) In the event of dissolution of the association or if the charitable purpose of the association ceases, the remaining assets of the association shall be used after settlement of the liabilities in any case for charities or charitable purposes within the meaning of §§ 34 ff of the Austrian Federal Tax Code (Bundesabgabenordnung).  
As far as permitted, it should go to institutions that pursue the same or similar goals as the European Helicobacter and Microbiota Study Group.