

EUFUS e.V.

European Focused Ultrasound Charitable Society

Registered Association

BYLAWS

EUFUS e.V. bylaws

§ 1: Name and Seat

The name of the Association is: „European Focused Ultrasound Charitable Society“ (abbreviation: EUFUS). The Association shall be entered in the Association Register and thereafter has the name:

„European Focused Ultrasound Charitable Society e.V.“

The seat shall be Niedernhausen.

§ 2: Purpose

The Association pursues non-profit purposes exclusively, in accordance with section „tax-deductible purposes“ of the German tax code.

Purpose of the Association is promotion of Science and Research in the field of „Focused Ultrasound“. This shall be realised especially by:

- Organization of scientific conferences/symposia
- Research cooperations
- Therapy studies
- Offering of rewards for scientific achievements
- Information exchange for example through an own homepage, flyer or presentation other scientific conferences/symposia
- Promotion of scientific projects

According to the financial means the purpose can be confined itself to one or several points.

The Association is selflessly active. It does not pursue its own economic goals.

§ 3: use of funds

Funds may only be used for statutory purposes. The members shall receive no compensation from the funds of the Association.

No person may benefit from expenditures that are related to the purpose of the association or from disproportionately high remuneration.

The board members should receive a decision of the General Assembly a fee for their services. The amount of the fee shall be decided by the General Assembly.

§ 4: financial year

The financial year is the calendar year. The General Meeting may decide on a different financial year.

EUFUS e.V. bylaws

§ 5: membership

5 a. Membership application

Members can be a natural or legal person or a company without legal personality. For membership of the written application to the Board with information on Person/Institution, reference of a current member and the output of the annuity payments received is required. The Board decides on the admission as a member. Honorary members are nominated by the Board and appointed by the general assembly.

5 b. Membership Fee

The Executive Board shall establish a fee regulation. This is decided by the general assembly.

5 c. Termination of membership

Membership is terminated by notice in writing three months before the end, for natural persons by death, for legal persons or companies without legal personality in the event of dissolution. A member may be removed by resolution of the Executive Board if the member has failed to pay the membership fees despite receipt of two reminders.

Serious reasons exclusion by the board can occur. The interested party has the right of appeal to the General Assembly.

§ 6 Organs

6. 1 Executive Board

The Executive Board is formed by General Secretary, Treasurer and Protocol Officer. The Association shall be represented in and out of court by the Executive Board. Two members of the Executive Board shall be authorized for legal representation. As a legal representative of the association one executive board member can be represented by another executive board member by way of a written authority .

The Executive Board is elected by a simple majority of the General Assembly.

The Executive Board holds office for 5 years. Re-election is possible. The Executive Board members hold office after expiration of their period of office until the successors have been elected and are able to start office.

Decisions of the executive board take place during the board meetings. The board meets at the discretion of the chairman, who invites the other members.

In individual cases the chairman may ask the other board members for decision and votes by post mail or email.

In general the provisions of the following statute are binding and apply unless provided otherwise. The Chairman shall determine the period for approval of a draft resolution in individual cases. The period must be at least three days of receipt of the email. The e-mail to the member of the board is considered "to be received" when the

EUFUS e.V. bylaws

sender of the e-mail has received the confirmation. The non-receipt of e-mail is at the recipient's burden of proof. Contradicts a board member of the adoption of e-mail for any decision process within the time limit set by the Chairman (minimum of 3 working days), the Chairman must invite to a board meeting. In case of "no vote" form a board member, it shall be deemed "consent" to the voting process and the proposed resolution.

All decisions of the Executive Board are recorded in the minutes. In urgent cases decisions can be made via telefon or in written form via fax or email provided that no Executive Board member disagrees.

The Executive Board defines the standing orders.

The General Secretary is the highest Executive Board Member of the Association. He chairs the General Meeting and the meetings of the Executive Board.

The Protocol Officer convenes the meetings, prepares the items on the agenda and writes the minutes. He organizes the external relations and representation of the association.

The Treasurer presents the annual financial report and business plan for the next year to the General Meeting. He is responsible for the administration of the financial affairs.

6.2 Steering Committee

At the suggestion of the Executive Board and with the agreement of the General Assembly further organs such as Steering Committee can be implemented on the basis of altered standing order (supplement bylaws).

6.3. General Assembly

The ordinary General Assembly takes place every 2 years.

The General Secretary convenes the General Assembly including the agenda, called with twenty-one days' notice in writing form or via e-mail. All members shall be entitled to attend the General Meeting. Members shall be allowed to transfer their voting rights to another member by way of a written authority.

Further requisitions for the agenda have to be moved with 10 days' notice in writing to the Executive board. An extraordinary General Assembly has to be convened on written demand of at least 10% of the members to the Executive Board or if required by the issues of the "Verein". In this case the General Assembly has to be called within 3 weeks.

The General Assembly has especially the following rights and duties:

- Acceptance of the annual business report of the past financial year
- Acceptance of the financial report for the past financial year
- Resolution of financial budget for the next financial year

EUFUS e.V. bylaws

- Resolution of payment for Executive Board members
- Approval of the actions of the Executive Board
- Appointment und removal of the members of the Executive Board
- Establishment of additional organs including election of the responsible members
- Setting the scale of fees for the membership fee
- Awarding and withdrawal of the Honorary Membership
- Resolution to amend the bylaws and to voluntarily dissolve the Association

Resolutions of the General Assembly are carried by a simple majority of the present members. This does not apply to changes of the bylaws or dissolution of the "Verein".

All resolutions of the General Assembly have to be recorded in minutes and have to be signed by the General Secretary and the Protocol Officer.

The chairman may ask for decision and votes by post mail or email. In general the provisions of the following statute are binding and apply unless provided otherwise. The Chairman shall determine the period for approval of a draft resolution in individual cases. The period must be at least three working days of receipt of the email. The e-mail to the member is considered "to be received" when the sender of the e-mail has received the confirmation. The non-receipt of e-mail is at the recipient's burden of proof. Contradicts a member of the adoption of e-mail for any decision process within the time limit set by the Chairman (minimum of 3 working days), the Chairman must invite to a general assembly. In case of "no vote" from a member, it shall be deemed "consent" to the voting process and the proposed resolution.

§ 7: Changes of bylaws

Resolution of changes of bylaws is carried by $\frac{3}{4}$ majority of the members present. The Executive Board is entitled to approve and conduct changes of the bylaws requested by the German registration board or any other German administrative office.

Changes of bylaws have to be provided to all members in written form / per email.

§ 8: Resolution

The Association can only be dissolved by an extraordinary General Meeting called for that purpose by a decision of three fourths of the valid votes cast at that General Meeting.

EUFUS e.V. bylaws

In the event that the Association is dissolved or its tax privilege purposes cease, its assets will devolve upon

Deutsche Gesellschaft für Endoskopie und bildgebende Verfahren e.V.
(DGE-BV e.V.)
c/o COCS GmbH
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which shall exclusively and directly use them for non-profit purpose.