

# STATUTES

PAN - Physicians Association for Nutrition

## § 1 Name, Registered Office, Fiscal Year

- (1) The organization is named "Physicians Association for Nutrition."
- (2) It is to be registered in the association register. Hereafter, the appendix "e.V." shall be added to the organization's name.
- (3) The seat of the association is Munich, Germany.
- (4) Fiscal year is the calendar year.

## § 2 Purpose

- (1) The aim of the association is to create an increased awareness of the preventive and therapeutic potential of an evidence-based healthy diet in the general public and in particular in health care, and to facilitate its implementation. To this end, the association provides targeted information materials and effective tools and encourages effective political action.
- (2) Purpose of the association is thus the promotion
  - **of science and research in the field of medicine and nutrition** in particular by
    - Organizing national and international conferences to promote the exchange of research results and implementation experience
    - Conceptualizing and executing of research projects in collaboration with university hospitals and other scientific institutions
    - Providing a digital platform to promote international scientific exchange
  - **of education and vocational training including student assistance** in particular by
    - Constantly updating and evaluating the present research according to the rules of evidence-based medicine in the form of various information materials (digital and physical) for different target groups (e.g., occupational groups of the health service, students of human medicine and nutrition science, patient groups, large kitchen enterprises, and interested public groups)
    - Organizing lectures, seminars and workshops for different target groups (i.e., mentioned above), especially for students of human medicine
    - Providing education programs for health care professionals and medical students
  - **of public health** in particular by
    - Providing informational materials and tools that simplify medical advice on a health-promoting diet
    - Developing nutritional programs, also in the field of digital health, and their provision (i.e., in cooperation with health insurance companies)
    - Working with policy makers to implement targeted health and nutrition policies
- (3) The organization's goal is further realized in particular by
  - Collaborating with other nonprofit domestic and foreign organizations to promote education on evidence-based nutrition, especially in health care

- Disseminating the content and services provided by Physicians Association for Nutrition through other non-profit organizations affiliated with an international network
- Conducting campaign work to broadly perceive the organization's goal in the public, health care, and politics

(4) In addition, the association realizes the purposes mentioned under § 2 (2) and (3) in conjunction with § 58 No. 1 AO by raising real and financial resources and by forwarding them to tax-privileged bodies. Obtaining funds for a fully taxable private company requires that it is itself tax-deductible.

### § 3 Charitable status

(1) The association pursues exclusively and directly charitable purposes within the meaning of the section "tax-privileged purposes" of the German tax code.

(2) The association is selflessly active; it does not pursue primarily self-economic purposes.

(3) Funds of the association may only be used for statutory purposes. The members receive no donations from funds of the association and have no share in the association's assets.

(4) No person may be favored by expenses that are foreign to the purpose of the corporation or by disproportionately high remuneration.

### § 4 Members

(1) The club has:

- Supporting members (§ 5 I)
- Voting members (§ 5 II)
- Honorary members (§ 5 VII)

(2) The association shall not have more than 20 voting members.

### § 5 Acquisition of Membership

(1) Supporting member may be any natural or legal person who commits himself or herself to the purpose of the association and makes a regular contribution.

Joining as a supporting member is by written or electronic application. Accession is effective upon receipt of the declaration of the association that the application is accepted.

The board decides on the application for admission. A refusal requires no justification.

(2) Voting member can be any natural person who has reached the age of 18 years.

Candidates for the voting members can be nominated by both supporting and voting members. They require at least the written recommendation of two members for nomination.

In addition to this, the candidate must submit an application in writing or by email to the Executive Board.

The board of directors decides on the admission of voting members by a simple majority. At the request of a candidate, the General Assembly may finally decide on admission by a two-thirds majority of the votes cast.

If a candidate is rejected by the executive committee, which does not require a statement of reason, he or she is entitled to write an objection within one week after receipt of the rejection. The next

ordinary general meeting will finally decide on the appeal with a two-thirds majority of the votes cast.

A renewed application for admission can be made at the earliest after the expiration of one year after the refusal decision.

(3) The board may award honorary memberships to any natural or legal person.

The honorary membership is associated with an exemption from the membership fee.

Honorary members are not entitled to vote.

## § 6 Rights and Obligations of the Members

(1) All members of the association are obliged to support the goals and interests of the association as well as to follow the resolutions and orders of the association organs.

(2) Every member with voting rights has one vote in the general meeting. A transfer of voting rights is only permitted to other voting members. The power of attorney must be in writing.

## § 7 Termination of Membership

(1) Membership ends by resignation, expulsion, death, or dissolution.

(2) Resignation must be made by written declaration to the Executive Board. In this case, a period of three months to the end of the financial year must be adhered to.

(3) The exclusion of a club member can only occur upon reasonable grounds. Important reasons are in particular

- damaging behavior towards the association or its goals
- damaging behavior towards other members
- not paying his or her annual membership fee for two years, or if he or she does not pay for one year, but gets reminded twice

(4) The Executive Board decides on the exclusion by resolution.

(5) The member is entitled to appeal the exclusion at the general meeting. The appeal must be made in writing within 14 days after receipt of the exclusion decision that was sent in written form to the excluded member. The next general meeting will reach a final decision on the exclusion.

(6) The reinstatement of a member legally excluded from the association in the past is permitted.

(7) The membership of voting members is automatically terminated after 36 months from confirmation of their admission. A reinstatement after §5 is possible.

## § 8 Annual Fee

(1) Contributions are collected from members.

(2) The amount of the contributions and their due dates are determined by the General Assembly on the proposal of the Executive Board.

## § 9 Organs

(1) Organs of the association are:

- the board

- the general meeting

## § 10 Board

(1) The board of directors in the sense of § 26 BGB (“Bürgerliches Gesetzbuch”; German Civil Code) consists of

- the 1st chairman
- the 2nd chairman

(2) One person cannot hold multiple board member positions.

(3) The board of directors conducts the association business and is responsible for all affairs of the association, as long as the statute has not assigned the authority to another organ.

(4) The board represents the association in and out of court. The members of the Management Board are entitled to individual representation.

(5) The board is elected by the general meeting for a term of two years. It is elected by the simple majority of valid votes cast. If it is not achieved, a second ballot is required. In the second ballot, the person who gets the highest number of votes gets elected.

(6) The board remains in office until a successor is elected. If a member leaves before the expiration of his term of office, the board chooses a replacement member for the remainder of the term of office of the departing member.

(7) Only members of the organization can become board members.

(8) Re-election is permissible.

(9) Termination of membership in the organization also ends the office as a board member.

(10) The board is active as a volunteer. The members are to be reimbursed the expenses actually incurred in the exercise of the office and proven in the individual case within the meaning of § 670 BGB, if the funds of the association permit this.

(11) The board can set up a business office. The management of this office and the responsibility for the financial management of this office are the responsibility of the Board. It can hire an Executive Director according to § 11 for these tasks.

(12) Further details can be found in the rules of procedure of the Executive Board, which the Executive Board issues.

## § 11 Managing Directors

(1) The Management Board may appoint one or more special representative within the scope of the day-to-day administration and/or for the management and financial management of the office as general manager within the meaning of § 30 BGB. The tasks are further specified by the Executive Board in the rules of procedure of the management, which is an annex to the respective service contract of the managing director. The special representative can receive a fair compensation. The Executive Board decides on the payment and the amount of compensation. The board oversees and relieves the management.

(2) The management is authorized to grant powers of attorney for certain areas of activity or specific individual cases, even with individual representation.

## § 12 General Assembly

(1) The General Assembly is responsible for all its tasks according to statute or (unless the statute stipulates otherwise) by law assigned tasks. It has the following tasks in particular:

- Election and deselection of the board
- Receipt of the reports of the board
- Discharge of the Management Board
- Choice of cash auditors
- Determination of contributions and their due dates
- Resolution on the amendment of the statutes and on the dissolution of the association
- Decision on admission and exclusion of members in appeal cases

(2) An ordinary general meeting is called once a calendar year.

(3) The board can also convene an extraordinary general meeting at any time. It is obliged to do so if 25% of the voting members demand it in writing, stating the purpose and reasons, or if the interests of the association so require.

(4) The General Assembly shall be convened by the Executive Board in writing (§ 126b BGB) with the announcement of the agenda and subject to a notice period of four weeks.

(5) The voting members of the association have the right to request the inclusion of further items in the agenda within one week after the announcement of the agenda (the date of transmission is decisive). Applications for the dismissal or re-election of members of the Executive Board and amendment or revision of the Articles of Association cannot be added to the agenda retrospectively.

(6) The supplement will be announced at the beginning of the meeting.

(7) The general meeting decides by resolution. The general meeting can be attended in person, by telephone, or by video transmission. The general meeting can also be carried out completely by telephone and/or via online meeting rooms. The board decides on the actual method of implementation.

(8) The management of the General Assembly is the responsibility of the 1st Chairman of the Executive Board, and if he or she is unable to do so, the 2nd Chairman of the Executive Board.

(9) The members vote by show of hands or acclamation. A secret vote on an item on the agenda must be made if a member so desires. In this case, the Executive Board determines a suitable procedure for voting (e.g., voting by anonymous ballots).

(10) The General Assembly has a quorum regardless of the number of members present.

(11) The General Assembly passes its resolutions by a simple majority of the votes cast, unless otherwise stipulated in the Articles of Association or the law. Amendments to the statutes can only be adopted by a majority of two-thirds of the votes cast, and the dissolution of the association by a majority of four-fifths of the votes cast. The Executive Board may decide on changes to the statutes/amendments, which are demanded by the association register in the course of the registration procedure or by the tax office with regard to establishing the statutory requirements pursuant to § 60a AO. The board has to inform the members about this in the next general meeting.

(12) A written record of the decisions of the general meeting has to be kept.

(13) At the beginning of the general meeting, the board will appoint a secretary. The minutes shall be signed by the board and the secretary after the meeting.

## § 13 Cash Audit

(1) The general assembly elects two members of the association for a term of two years to become cash auditors. Auditors may not be members of the board. Re-election is permissible.

(2) At the end of each financial year, the cash auditors check the mathematical correctness of the bookkeeping and cash management. They submit the audit result in writing and present it to the next ordinary general meeting.

## § 14 Dissolution

(1) With dissolution of the association or other legal termination or with abolition of tax-privileged purposes, the assets of the association fall to “Ärzte ohne Grenzen/Médecins sans Frontières” in Berlin, Germany.

The association's assets are to be used directly and exclusively for charitable or benevolent purposes.

(2) Unless the General Assembly decides otherwise, in the event of a resolution on dissolution, the members of the Management Board are liquidators entitled to act as sole representatives. This applies accordingly if the association is dissolved for another reason or loses its legal capacity.

Statutes established on 10.3.2018 and changed in the general meeting of 29.04.2018.