

Bylaws of

**„European Society for Paediatric Infectious Diseases (ESPID) Stiftung
(Foundation)“**

§ 1

Name, Legal form, Seat

- (1) The foundation acts under the name
„European Society for Paediatric Infectious Diseases (ESPID) Stiftung“.
- (2) The foundation is public, has legal capacity and is founded under civil law.
- (3) Seat of the foundation is Munich.

§ 2

Purpose of the foundation, Public utility

- (1) The foundation carry out directly and exclusively initiatives of the highest social interest in line with the paragraph regarding non profit organizations (§§ 51 ff.) of Abgabenordnung (general German Tax Rules).
- (2) Purpose of the foundation is the support of science, research and vocational education in the field of paediatric infectious diseases.
- (3) The purpose of the foundation will particularly be achieved by:
 - a) promoting the exchange of information among people who have special experience in the field of paediatric infectious diseases.
 - b) supporting the formation and function of independent units (e.g. sections, departments, divisions) in order to encourage progress in the field of infectious diseases in childhood. Training and further education in the field of infectious diseases and research, particularly basic research, as well as clinical care shall be given priority (as a member of the European Board for Paediatrics and by formulation and updating of training programmes in the field of paediatric infectious diseases, by certification therefore qualifying training centres and support in forming of international study groups and networks).

- c) carrying out co-operative studies in the field of prophylaxis, diagnosis and treatment of infection in childhood.
 - d) providing further education in the field of paediatric infectious diseases by organizing meetings for this purpose. This includes holding scientific congresses, planning and realizing training programmes and educational workshops, granting fellowship and travel awards to participate in the annual scientific meeting and making results of the scientific meeting available to the members in a written form (publications) and jointing publications by members' publications ("Paediatric Infectious Diseases Journal").
 - e) the awarding of grants to young scientists active in the field of paediatric infectious diseases
 - f) carrying out any other measures to support the promotion of paediatric infectious diseases.
- (4) Purpose of the foundation is also to raise funds for the achievement for the tax-privileged purposes according to § 2 Abs. 2 of another corporation or legal person under public law (§ 58 Nr. 1 of Abgabenordnung (general German Tax Rules)).
- (5) The foundation acts to benefit others and does not follow business purposes in the first place. The foundation shall not privilege any person by spending, which are not conform with the purpose of the foundation nor by disproportional compensations, sponsorships or grants.
- (6) Due to the bylaw of the foundation, no legal claim of benefit shall be granted to the beneficiaries of the foundation.

§ 3

Capital stock of the foundation

- (1) The capital stock is EUR 100.000.
- (2) The capital stock has to be preserved continually and undiminished.

Additional endowments are possible. Donations to the foundation which are explicitly described as capital donations have to increase the capital stock. Donations for the foundation which are received by last will without explicit description can also increase the capital stock.

§ 4

Expenditure of the income from capital stock and other donations

- (1) The income from the capital stock and other income, which is not determined to increase the capital stock, has to be spent on the purpose of the foundation. § 3 (3) S.3 will not be effected.
- (2) All funds shall be used solely for the purpose of the foundation.
- (3) The foundation may build reserves according to tax law.

§ 5

Fiscal Year, Financial statements

- (1) The fiscal year is the calendar year.
- (2) The foundation has to prepare the financial statements within 6 months after the end of the fiscal year.

§ 6

Bodies of the foundation

- (1) The foundation has the following bodies:
 1. Board of Directors;
 2. Board of trustees.
- (2) The members of the bodies work complimentary for the foundation. They shall not receive any benefits from the funds of the foundation. They are entitled to receive reimbursements for their expenses. The board of trustees may set an adequate lump sum to compensate for material expenses and time of the board of directors. If it turns out to be necessary for the administrative work of the foundation, the members of the board of trustees may set an adequate compensation for the board of directors.

§ 7

Board of Directors

- (1) The board of directors consists of minimum one and maximum 3 persons. If the board is dual it consists of a chairman and a further board member. If the board is triple it consists of a chairman, a deputy and a further board member.
- (2) The term of office is three years. Reappointments are allowed.
- (3) The first board members are appointed by the founder. Later appointments of board members are done by the board of trustees. If one member of the board of directors retires, the board of trustees – in case of a dual or triple board on proposal of the remaining board members – appoints with majority vote a new board member. A resigning member will stay in office until the appointment of the particular succeeding member. The members of the board of directors appoint a chairman and if necessary a deputy for a term of office of three years. If the board members cannot agree on a chairman and if necessary on a deputy, the board of trustees has to decide.
- (4) Board members can be removed by the board of trustees at any time in important cases. Those concerned must have the opportunity for a comment before. The decision may be made by the absolute majority of the total members of the members of the board of trustees. Section 3 Sentence 4 is not applicable.

§ 8

Rights and Duties of the Board of Directors

- (1) The board of directors administers the foundation in line with the rules of the bylaws and their own responsibility. The board will represent the foundation judicially and extrajudicially. It will bear the position of the legal representative. Two members of the board will represent the foundation jointly.
- (2) The board of directors has to carry out the will of the founder as effectively as possible in line with the foundation law and the bylaws. The duties are in particular
 - a) Conscientious and economical administration of the assets of the foundation;
 - b) Decision about the utilisation of the income from the capital stock and the other donations;
 - c) Preparation of the financial statements;
 - d) Preparation of the annual budget;
 - e) Preparation of the annual report about the fulfilment of the purpose of the foundation;
 - f) Decision about the amendment of the purpose of the foundation and application on mergers or the annulation of the foundation.
- (3) The board of directors can with respect to the economic situation and the volume of work recruit a full-time manager or other persons to fulfil its duties even for salary. The manager is dependent on the directives of the board of directors.
- (4) The board of directors may edit rules of procedure.

§ 9

Board of trustees

- (1) The board of trustees consists of minimum 3, maximum 5 members.
- (2) The first members of the board of trustees are appointed by the founder for a term of office of four years. The successors of retired members are appointed by remaining members of the board for 4 years each. Reappointments are allowed. A resigning member will stay in office until the appointment of the particular succeeding member. Members of the board of directors may not be members of the board of trustees at the same time.
- (3) The members of the board of trustees have to appoint a chairman and a deputy.
- (4) The board of trustees has to meet minimum once a year regularly. Minimum 2 members or the board of directors have the power to call in extraordinary meetings. The members of the board of directors are allowed to take part in the meeting of the board of trustees on a consultative basis.

- (5) Members of the board of trustees can be removed at any time in important cases. The decision needs the majority of 2/3 of the members of the board of trustees. The member concerned is excluded from the vote; he should have the opportunity to make a statement in person or by representative.

§ 10

Rights and Duties of the board of trustees

- (1) The board of trustees advises, supports and supervises the board of directors. The duties are in particular:
- a) Approval of the budget
 - b) Approval of the annual financial statements;
 - c) Acceptance of the report about the fulfilment of the purpose of the foundation;
 - d) Exoneration "Entlastung" of the board of directors;
 - e) Advice in the development of the content of the fulfilment of the purpose of the foundations including proposals for adequate projects;
 - f) Appointment and recall of the members of the board of directors.
 - g) Decisions about the amendment of the purpose of the foundation and application on mergers or the annulation of the foundation
- (2) The board of trustees may edit rules of procedure.

§ 11

Passing of Resolutions

- (1) The chairman of the relevant body or if he is unavailable his deputy may provide notice of a meeting in writing with a period of one week. The agenda of this meeting has to be added to the notice.
- (2) The body will have a quorum, if notice of a meeting had been given orderly and if minimum two of the members, including the chairman or the deputy, are present. Disorderly notification of a meeting will be regarded as healed if all members are present and no disagreement has been stated.
- (3) As far as these bylaws do not rule special cases, resolution are reached with the majority of the votes casted. In case of a tie vote, the vote of the chairman and if he is unavailable his deputy decides.

- (4) Should the occasion arise, resolutions can also be passed on a circulation basis. The decision for this process is made by the relevant chairman who asks for a vote in between a certain period of time. The resolution is only effective if all members have passed their votes.
- (5) The results of the meetings or circulation decisions have to be taken down in minutes, which have to be signed by the chairman and the appointed secretary, in case of his prevention from the deputy or another member and the appointed secretary. These minutes have to be copied to all members and the state supervisory authority for foundations immediately.

§ 12

Changes of Bylaws

- (1) Following a proposal from the board of directors the board of trustees may conclude a change of rules in the bylaws if the adoption seems to be necessary according to changed circumstances. The non profit tax status must in any case of changes be guaranteed. The purpose of the foundation in its essence must not be changed. The resolution needs a majority if 2/3 of the members of the board of trustees.
- (2) The resolution has to be approved by the state supervisory authority. It has to be agreed by the tax authorities. The change of the purpose of the foundation has to be negotiated with the tax authorities in advance.

§ 13

Changes in the purpose of the foundation, merger, cancellation

- (1) In case that the fulfilment of the purpose becomes impossible or in case that circumstances change in a way that the fulfilment of the purpose would not make sense any more, the board of trustees and the board of directors can in a joint action pass a resolution with a change of the purpose, a merger with another foundation or the liquidation of the foundation. The resolution needs the majority of all members of the board of directors and $\frac{3}{4}$ of the members of the board of trustees. Mergers or annulation of the foundation is subject to law.
- (2) This resolution requires binding information from the tax authorities and the state supervisory authority in writing in advance.
- (3) This resolution will only be valid after approval by the state supervisory authority.

§ 14

Commitment for the assets

In case of annulation or liquidation of the foundation or discontinuation of its tax privileged purpose the board of directors and the board of trustees determine another not profit organization which will spend the assets for the same or a similar purpose. The recipient of the assets has to be designated by change of bylaws.

§ 15

State Supervisory Authority

- (1) The foundation is subject to a supervision by the state in line with the relevant foundation law. State supervisory authority in this case is the Regierung von Oberbayern.
- (2) The foundation has to inform the state supervisory authority on demand about it`s affairs at any time. Informations about changes in the bodies of the foundation, the address, the report about the fulfilment of the purpose and the audit report have to be presented to the supervisory authority without request.

§ 16

Commencement

These bylaws are put in force with the day of approval of the Regierung von Oberbayern.

_____, the _____

Prof. Adam Finn, Chairman (Board of trustees)