

## ESCAMP

### European Scientific Cooperative on Anthroposophic Medicinal Products

#### Constitution

##### *English translation of the German "Satzung" – no legal value*

#### **Sect. 1 Name, head office, financial year**

- (1) The Association shall bear the name "ESCAMP - European Scientific Cooperative on Anthroposophic Medicinal Products". It shall be registered in the register of associations. After registration, the name shall be amended by "e. V."<sup>1</sup>.
- (2) Its registered office shall be located in Freiburg im Breisgau, Germany.
- (3) The financial year of the Association shall be the calendar year.

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

- (1) The purpose of the Association shall be the promotion of science and research.
- (2) The purposes of the Constitution will be effected in particular through the conduct of research projects, the preparation of scientific material and through scientific events in the field of anthroposophic medicinal therapy.
- (3) In particular, the following activities shall be pursued:
  1. the development and testing of methods and standards for scientific evaluation of the efficacy/effectiveness, therapeutic benefit, safety and cost-effectiveness of anthroposophic medicinal products
  2. the promotion of relevant studies on anthroposophic medicinal products
  3. the creation of relevant monographs
  4. the publication of the results of research
  5. the fostering of scientific discourse with all relevant expert groups in terms of a constructive dialogue with representatives of other therapy systems as well as conventional medicine.
- (4) The purpose of the Constitution may also be effected by procuring the means of achieving the tax privileged purposes of another corporation under private law or of achieving tax privileged purposes through a corporation under public law, provided that, in the case of unlimited tax liability, the relevant corporation is tax privileged itself (Sect. 58 no. 1 of the German Fiscal Code – *Abgabenordnung*), or the partial contribution of means to another corporation that is also tax privileged or a corporation under public law to be used for tax-privileged purposes (Sect. 58 no. 2 of the German Fiscal Code).

---

<sup>1</sup> Translator's note: abbreviation for „eingetragener Verein“, registered association

### **Sect. 3 Charitable status**

- (1) The Association shall solely pursue directly charitable purposes in terms of the Chapter "Tax-Privileged Purposes" of the German Fiscal Code (*Abschnitt "Steuerbegünstigte Zwecke"*). The Association shall be active altruistically. It shall not serve primarily its own economic purposes. Funds of the Association may only be used for the purposes set out in the Constitution.
- (2) Members shall not receive allocations from the funds of the Association in their capacity as a member. No person shall be provided benefits by means of expenditure unrelated to the purpose of the corporation or by a disproportionately high remuneration.

### **Sect. 4 Becoming a member**

Natural persons who want to enable and support the purpose of the Association and its implementation measures with their membership may become members of the Association. Membership shall be acquired by the decision of the management board (German: "*Vorstand*") either upon written application by the member or upon suggestion of the management board and the member's consent.

### **Sect. 5 Membership fees**

The Association shall not charge membership fees.

### **Sect. 6 Termination of membership**

- (1) Membership shall end by voluntary cancellation, expulsion or death.
- (2) Cancellation by a member shall be possible at any time. It shall be made by written declaration to the management board.
- (3) If a member has severely violated the objectives and interests of the Association, he or she may be expelled by the management board with immediate effect. The management board takes the decision about expulsion. The member must be given the opportunity to give his or her opinion before the decision is taken.

### **Sect. 7 Bodies and institutions of the Association**

- (1) Bodies of the Association are the management board (German: "*Vorstand*") (Sect. 8), the general meeting ("*Mitgliederversammlung*") (Sect. 9) and the advisory board ("*Beirat*") (Sect. 10).
- (2) Upon the decision of the management board, committees, project teams and working groups may be set up for particular scientific tasks.
- (3) To execute its scientific tasks the Association shall establish a network of consultants and experts.

## **Sect. 8 Management board**

- (1) The management board consists of a minimum of two and a maximum of five persons, including the president (German: "*Vorsitzender des Vorstands*"). The management board shall represent the Association both in court and out of court. The president shall be entitled to sole representation. For the rest, the Association shall be represented by two members of the management board jointly.
- (2) The members of the management board shall be elected by the general meeting for a term of three years, starting on the day of the election. The president of the management board shall be determined by the general meeting in a separate ballot. If a member of the management board withdraws during the term, the management board shall elect a substitute member for the remaining term. Re-election of the management board shall be possible. The management board shall remain in office even after expiry of its term until the election of the new management board.
- (3) Managing the routine business of the Association shall be incumbent on the management board. It shall also be competent for any affairs unless another body is competent for them according to this Constitution.
- (4) The management board may enlist the services of suitable persons to perform the Association's tasks and the business of the routine administration.
- (5) The members of the management board may be granted appropriate remuneration for their work in the management board. Such remuneration must be decided by the general meeting.
- (6) Board meetings shall be conducted whenever needed. Invitation to board meetings shall be effected in writing or in text form (email) giving at least 10 days' notice. Meetings of the management board shall constitute a quorum if at least half, but at least two, of the members of the management board are present.
- (7) The management board shall, if possible, take decisions unanimously. If no unanimous vote can be reached, the majority of the members of the board present shall decide.
- (8) Decisions of the management board may also be taken in writing, in text form or by telephone, if all members of the management board give their consent to this procedure. Decisions of the management board taken in writing, in text form or by telephone must be recorded in writing immediately, signed by the president and announced to the members of the management board.
- (9) The management board must give account by means of an annual account, consisting of a statement of net assets and a profit and loss statement within six months of the end of financial year.

**Sect. 9 General meeting**

- (1) The general meeting must be convened at least once per year.
- (2) An extraordinary general meeting must be convened if the Association's interests require it or if one third of the members of the Association call on the management board in writing for a meeting to be convened stating the reasons.
- (3) The convening of a general meeting shall be effected in writing or in text form (email) by the president or by another member of the management board by giving at least four weeks' notice and concurrent notification of the agenda. The period of notice shall start with the day following dispatch of the letter of invitation. The letter of invitation shall be deemed received by the member if it is addressed to the most recent address made known to the Association by the member.
- (4) The general meeting shall be competent for the following matters only:
  - election and revocation of the management board and appointment of the members of the advisory board
  - receipt of the annual report including the annual account rendered by the management board
  - granting formal approval of the management board's actions
  - approval of the budget established by the management board for the following financial year
  - resolution about amendments to the Constitution
  - resolution about the membership fees, if applicable
  - resolution about the remuneration of the management board for its activities
  - resolution about the remuneration of the advisory board for its activities
  - resolution about the dissolution or merging of the Association
- (5) Any general meeting convened pursuant to the Constitution shall constitute a quorum, regardless of the number of members present. Each member shall have one vote.
- (6) The general meeting shall take its resolutions – unless otherwise provided by these statutes or by law – with simple majority of the valid votes cast. Therefore, abstentions shall not be considered. In the event of an equality of votes, a motion shall be deemed rejected.
- (7) Resolutions must be recorded in the minutes and signed by the person taking the minutes and the chairperson of the meeting.

**Sect. 10 Advisory board**

- (1) The management board shall be supported and advised by an advisory board concerning its tasks and activities.
- (2) When the Association is founded the advisory board shall consist of:
  - International Federation of Anthroposophic Medical Associations (IVAA)
  - International Association of Anthroposophic Pharmacists (IAAP)
  - European Federation of Patients' Association for Anthroposophic Medicine (EFPAM)
  - AnthroMed -Kliniknetzwerk
  - Medizinische Sektion der Freien Hochschule für Geisteswissenschaft (Medical Section of the School of Spiritual Science) , Dornach, Switzerland
- (3) The members of the advisory board shall be appointed by the general meeting upon the proposal of the management board. The term for members of the advisory board shall be three years. Re-election shall be possible.
- (4) Meetings of the advisory board shall be convened by the management board as need arises.
- (5) The advisory board shall be regularly informed by the management board about the state of on-going projects of the Association.
- (6) Appropriate remuneration for the activity on the advisory board shall be possible. Such remuneration shall be decided by the general meeting.

**Sect. 11 Modification of the Constitution**

- (1) Modification of the Constitution require a majority of three quarters of the valid votes cast.
- (2) Modification demanded by supervising authorities, court or tax authorities may be decided by the management board. Such modification of the Constitution must be announced to all members of the Association in writing immediately.

**Sect. 12 Dissolution of the Association, tying up of assets**

- (1) The resolution to dissolve the Association requires a majority of three quarters of the valid votes cast.
- (2) In the event of dissolution or cancellation of the Association or omission of tax-privileged purposes, the Association's assets shall pass to the non-profit Zukunftsstiftung Gesundheit in der GLS Treuhand e. V., which must use them directly and solely for charitable purposes, in particular for the promotion of science and research in the field of anthroposophic medicine.

Freiburg, 18 March 2010