

# **STATUTES**

of

**“Deutsche Wirbelsäulengesellschaft e.V.”  
(German Spine Society)**

## **Section 1**

### **Name, legal form, headquarters**

- (1) The association shall bear the name

**“Deutsche Wirbelsäulengesellschaft e.V.”.**

For the sake of clarity, the association shall also be referred to hereinafter as “the Society”.

- (2) The Society is listed in the Register of Associations of the District Court of Hamburg under register number VR 11643.
- (3) The Society’s headquarters and place of jurisdiction are in Hamburg. The business office is situated in Ulm.

## **Section 2**

### **Financial year**

The Society’s financial year is identical to the calendar year.

**Section 3**  
**Purpose and objectives of the Society**

(1) The Society’s stated purpose is to promote

**“science and research, training and continuing education, and quality assurance in these areas”**

on a national and international level, in accordance with the principle of voluntary action and to the exclusion of religious, occupational and racist viewpoints.

(2) The Society is an association of trauma surgeons, orthopaedists, neurosurgeons, neurologists, scientists and other individuals who work or will work in field of spine medicine in hospitals, surgeries and research, both surgically and conservatively. Its members contribute to the promotion of experimental and practical research in these areas by exchanging and imparting their own knowledge and experience.

In particular, the Society performs the following work within the context of a tax-privileged execution of its purpose as set out in its Statutes:

- Organising and executing scientific workshops in Germany and abroad;
- Encouraging and promoting tax-privileged scientific studies;
- Coordinating scientific research and collaboration between different researchers;
- Disseminating knowledge from scientific research among doctors;
- Training, fellowship and hospitalisation programmes;
- Drawing up guidelines for diagnosing and treating spinal diseases;
- Setting up a national spine registry and a deformities registry;
- Obtaining a state-recognised additional training programme for spinal surgery;
- Setting up a “youth forum” and promoting young people entering the field of spinal surgery;
- Coordinating scientific research and collaboration between different researchers;

- Announcing and awarding the Georg Schmorl Prize for outstanding scientific work each year;
  - Supporting students and doctors in need of aid (e.g. those from developing countries) within the meaning of Section 53 of the Fiscal Code of Germany (AO);
  - Developing certifications associated with individuals and institutions that do not achieve any promotional effects;
  - Involvement in issues of national healthcare research;
  - Involvement in the development of science and study design;
  - Acquiring and distributing funds for/to other tax-privileged bodies and public bodies for their tax-privileged purposes within the meaning of Section 58(1) AO. In order to fulfil its tasks, the association may make use of an assistant within the meaning of Section 57(1)(2) AO if it cannot or does not wish to carry out the tasks itself;
- (3) In order to fulfil its tasks, particularly to improve spinal surgery healthcare, the Society shall operate by introducing a process for the certification of hospitals that are run as public bodies or non-profit limited companies and hospitals that fulfil the requirements of Section 67 of the Fiscal Code of Germany. An academy shall be integrated into the Society for such purposes. It shall be run as a subdivision of the Society.

#### **Section 4**

##### **Fulfilment, achievement and realisation of the purpose**

- (1) The purpose as set out in the statutes and the procurement of the funds necessary for the purposes set out in Section 3 of the Statutes are carried out in particular through:
- The payment of membership fees;
  - contributions/donations (contributions/donations in money and in kind);
  - grants from public funds (federal, state);
  - registration fees at conferences and annual conventions.

In addition, the Society is financed through registration fees collected at training events and through income from the certification processes and income intended for the setting up and follow-up costs for the spine registry and deformities registry.

- (2) The funds received by the Society may be used solely and directly for the purposes set out in Section 3 of the Statutes.

**Section 5**  
**Tax-privileged purposes**

- (1) The Society solely and directly pursues non-profit and charitable purposes within the meaning of the chapter “Tax-privileged purposes” of the Fiscal Code of Germany.

In addition, it is a supporting association within the meaning of Section 58(1) AO that uses its funds exclusively to support the tax-privileged institutions referred to in Section 3(2) of the Statutes or the tax-privileged purpose of the public bodies referred to therein.

- (2) Its activities are not for profit and it does not pursue its own economic interests.
- (3) Any profits and other funds held by the Society may only be used for the purposes set out in the Statutes.
- (4) The members of the Society, for the duration of their membership in their capacity as members, shall receive absolutely no contributions nor share in the Society’s funds or its association assets in the event that the Society is dissolved or annulled.
- (5) Furthermore, no person may benefit from expenditure unrelated to the purpose of the Society or from disproportionately high remuneration.
- (6) Its offices as an association and institution shall in principle be exercised on an unsalaried basis. If necessary and by resolution of the General Meeting, the offices of an association and institution may be exercised for pay on the basis of a service contract. Alternatively, remuneration may be paid up to a maximum of the flat rate for an unsalaried office permissible for tax purposes if the Board of Directors adopts a remuneration system.

In addition, persons carrying out the offices of the Society may be reimbursed for travel costs, expenses and expenditures incurred for activities carried out for the Society if the Board of Directors passes a corresponding resolution and the amount of the reimbursement does not exceed the limits for tax purposes. The system for travel expenses must be brought to the attention of the General Meeting.

## **Section 6**

### **Members of the Society/acquisition of the Society**

- (1) Doctors and scientists who acknowledge the purpose of the association and who accept the Statutes of the Society without reservation may become full members. Such members have voting rights and may be elected. Members are admitted to the Society on the basis of a written application. The application for admission must include an approval and affirmation of the association’s Statutes and the tasks and objectives thereof, and the obligation of the members as set out in Section 3 of the Statutes. The application must be backed by two full members as guarantors. The General Meeting shall make the decision on whether to accept the applicant by simple majority at the request of the Board. A decision may be made regarding several applications for admission in a single action.
- (2) Any natural person (individual member), legal entity (cooperative member) or association of individuals in Germany or abroad that acknowledges the purpose of the association and accepts the Statutes of the Society without reservation may become an associate member. Such members have no voting rights and may not be elected. Members are admitted to the Society on the basis of a written application. The application for admission must include an approval and affirmation of the association’s Statutes and the tasks and objectives thereof, and the obligation of the members as set out in Section 3 of the Statutes. The application must be backed by two full members as guarantors. The General Meeting shall make the decision on whether to accept the applicant by simple majority at the request of the Board.
- (3) Distinguished figures in the fields of medicine and science who maintain professional and amicable ties to the Society may become corresponding members. Such members have no voting rights and may not be elected. Following an application, the Board must reach a unanimous decision in this regard. The General Meeting shall make the decision on whether to award the membership by simple majority at the request of the Board. Corresponding members shall not be required to pay the membership fee.
- (4) Persons who have rendered outstanding service to the field of spine medicine may be awarded honorary membership. Following an application, the Board must reach a unanimous decision in this regard. The General Meeting shall make the decision on whether to award the membership by simple majority at the request of the Board. Honorary members shall not be required to pay the membership fee.
- (5) There is no limit to the number of members.

**Section 7**  
**Membership fee**

- (1) Full members must pay at least the annual contribution adopted and set by the General Meeting. This contribution may be different for individual members and cooperative members. The Board of Directors shall be entitled to reach agreements with cooperative members regarding the amount of the contribution.
- (2) All fee-paying members shall be obliged to pay the annual contribution by 31 March of the ongoing financial year.

**Section 8**  
**Termination of membership**

- (1) The membership shall lapse in the event of death, resignation, expulsion or cancellation.
- (2) Members may terminate their membership in the Society at the end of a calendar year by means of a written termination addressed to the Society's Board of Directors.
- (3) Expulsion from the Society is permitted only with good cause. Good cause shall apply if the member has acted contrary to the purposes and objectives of the Society as set out in Section 3(2) of the Statutes. The General Meeting shall make the decision on whether to expel a member by simple majority according to a request from the Board. The Board must notify the member to be expelled of its request in writing no less than two weeks before the meeting. The notification must be sent to the member's last known address. A written statement from the member must be read out at the meeting in which the decision on the expulsion is to be made. The meeting shall make the decision with a majority of 2/3. The expulsion shall take effect immediately when the decision is made. If the member was not present when the decision was made, the Board shall inform the member of the expulsion immediately.
- (4) A cancellation of a membership shall occur if the member is in arrears by more than two consecutive annual contributions and the corresponding amount has not been paid in full following a written warning within three months counting from the date on which the warning was sent. The warning must be sent by registered letter to the member's last address known to the association. The warning must make reference to the impending cancellation of the membership. The warning shall be effective even if it is returned

undeliverable. The membership shall be cancelled by decision of the Board; the member shall be informed of the decision in writing. The cancellation shall be effective even if the notification is returned undeliverable.

## **Section 9 Executive bodies**

The Society’s executive bodies are:

- the General Meeting,
- the Board of Directors,
- the Advisory Council.

## **Section 10 General Meeting**

- (1) The General Meeting is the Society’s highest executive body. It comprises the members of the Society referred to in Section 6 of the Statutes.
- (2) The General Meeting should always be combined with the annual scientific meeting.

## **Section 11 Ordinary and Extraordinary General Meetings**

- (1) The Ordinary General Meeting shall take place once per year. It must be called, and the agenda simultaneously announced, by the Board with a notice period of one month. Invitations shall be sent by post. Members who have provided their email address expressly for this purpose shall receive the invitation by unsigned email. The invitation shall be considered effective when it has been dispatched by post or sent by email. The date of dispatch shall be used to calculate the invitation notice period. By decision of the Board or at the request of one third of the membership, the Board must call an Extraordinary General Meeting within a period of one month. The General Meeting must also be called if required in the interests of the association.

- (2) The Extraordinary General Meeting may be replaced by a written decision unless 1/3 of all the members object to this procedure within four weeks from when the proposed decision is sent and the call requires a General Meeting. When this process is used, a decision takes effect when the votes cast reach the majority required by these Statutes.

## **Section 12**

### **Decisions of the General Meeting**

- (1) Every ordinarily called General Meeting shall constitute a quorum regardless of the number of members in attendance.
- (2) The General Meeting shall govern the affairs of the Society by decision of a simple majority unless such affairs are the responsibility of the Board.
- (3) The General Meeting must be minuted and the minutes must be signed by the President and Secretary-General.

## **Section 13**

### **Tasks of the General Meeting**

The following tasks are reserved for the General Meeting:

- (1) Decisions on all fundamental matters relating to the purpose of the Society.
- (2) Discussing and deciding on submitted applications.
- (3) Approving the management report, the cash report and the annual report.
- (4) Approving the reports drawn up by the cash/accounts auditors.
- (5) Ratifying the actions of the Board members.
- (6) Electing or dismissing Board members.



- (7) Electing the two cash/accounts auditors. These must not be members of the Board of Directors or the Advisory Council. The elections shall be effective for three years with the opportunity for a one-time re-election.
- (8) Decisions on the establishment and amount of the membership fees.
- (9) Decisions on the voluntary dissolution of the Society.
- (10) Decisions on amendments to the Statutes that constitute non-technical amendments to the Statutes within the meaning of Section 21 of the Statutes.
- (11) Decisions on appeals against expulsions of members.

#### **Section 14**

##### **Rules of procedure of the General Meetings**

- (1) The General Meetings shall be led by the President. If the President is prevented from leading them, they must be led by the Secretary-General. The General Meeting may elect an election officer if there are reasons for doing so. The General Meeting may drop items from the agenda and decide on additional agenda items. The Board may make supplementary rules in the form of Rules of Procedure.
- (2) Votes shall be cast by a show of hands. If the General Meeting decides to hold a secret ballot, this must be carried out. A decision shall be adopted if it obtains more than half of the votes effectively cast by the voting members present. Invalid votes and abstentions shall not be taken into account when determining the voting majority. A majority of 2/3 is required if the decision relates to amendments to the Statutes or the dissolution of the Society. A purpose set out in the Statutes may only be amended by a unanimous decision.

#### **Section 15**

##### **Minutes of the General Meetings**

The decisions of General Meetings must be minuted and the minutes must be signed by the President and Secretary-General. In order to be authorised to sign, an individual must be a member of the Board of Directors at the time of the General Meeting in question.

**Section 16**  
**Board of Directors**

- (1) The Board of Directors consists of 12 members:
- a) the President
  - b) the Past President
  - c) the President-Designate
  - d) the Secretary-General
  - e) the Treasurer
  - f) the respective leaders of the spinal sections or working groups of
    - the German Society for Orthopaedics and Orthopaedic Surgery (DGOOC)
    - the German Society for Trauma Surgery (DGU)
    - the German Society for Neurosurgery (DGNC)
  - g) two additional members
  - h) the President-Elect
  - i) the elected representative of the Advisory Council.
- (2) Board members d, e, g and h are elected on the recommendation of the Board or the General Meeting by simple majority. The President-Elect shall automatically be promoted to President-Designate the following year, and after the end of that year shall become President for the subsequent calendar year.
- The President-Elect shall become President for the next but one calendar year, the current President shall become Past President, and the current Past President shall step down or become a member of the permanent Advisory Council. The President-Elect has voting rights on the Board of Directors. The Secretary-General and Treasurer shall be appointed by the General Meeting for a term of three years each. Following this term, the Secretary-General and Treasurer may be reappointed to their offices no more than once.
- (3) The two additional members mentioned in letter g) above are elected for two years. The section leaders of the scientific organisations specified above are members of the Board of Directors by virtue of their offices. If these members of the Board are elected to one of the positions on the Board listed under a) – e) or g), this may only be done by giving up their positions as spinal section or working group leaders.

## **Section 17**

### **Decisions of the Board and minutes**

- (1) The members of the Board shall make decisions by voting with a simple majority. Invalid votes and abstentions shall not be taken into account when determining the voting majority. In the event of a tied vote, the President’s vote shall be decisive.
- (2) The Board shall constitute a quorum if at least four Board members in addition to the President or Secretary-General are in attendance or represented by a Board member with a written authorisation. The Board may not permit any other persons to attend.
- (3) Board meetings must be minuted. The minutes must be submitted to the General Meeting if necessary.
- (4) The Board may adopt a travel expenses system and a remuneration system. This requires a majority of two thirds.

## **Section 18**

### **Management and representation**

- (1) The Board of Directors within the meaning of Section 26 of the German Civil Code (BGB) shall represent the Society both judicially and extrajudicially. The Board is responsible for all the affairs of the association unless such affairs are transferred to the General Meeting pursuant to the Statutes. It shall set up commissions and integrate them into the association’s work.
- (2) The authorised representatives within the meaning of Section 26 BGB are the President, the Past President, the President-Designate, the Secretary-General and the Treasurer. They each have sole power of representation. The Rules of Procedure may provide for limitations. In the event of legal transactions with themselves or with themselves representing a third party, the legal transaction requires the involvement of an additional authorised representative.

## **Section 19**

### **The Advisory Council**

- (1) The Advisory Council is composed of the former President(s) of the Society as long as they do not object. No specific number of members is required. This is a permanent Advisory Council. The outgoing

Past President shall automatically become a member of the Advisory Council. The members of the Advisory Council shall elect a speaker who shall represent the Advisory Council on the Board of Directors and shall have voting rights.

- (2) The function of the Advisory Council is to advise the Board of Directors on important Society matters and to make available the experience gathered as former Presidents.
- (3) The Advisory Council shall only convene for meetings if one of its members considers it necessary to do so.
- (4) The date of a meeting must be notified to all the members of the Advisory Council at least two weeks in advance.

## **Section 20**

### **Cash audit**

- (1) The General Meeting shall appoint two cash auditors from among the members of the Society. These must not be members of the Board of Directors.
- (2) The cash auditors' task is to audit the Society's cash management and corresponding accounting records and report on the results of the audit to the General Meeting.
- (3) The audit of the figures and the annual financial statements, consisting of the transactions of the cash desk and banknotes and the necessary audit report, must be drawn up by the cash auditors before the Annual General Meeting so that the actions of the Board can be ratified in the General Meeting. The audit report must be submitted to the Board no later than 31 October after the end of the financial year.
- (4) At the request of the cash auditors, the General Meeting must vote on whether to ratify the actions of the Board.

**Section 21**  
**Technical amendments to the Statutes**

The Board may make amendments to the Statutes by unanimous vote in the following cases:

- a) Items affecting the Society’s tax-privileged (charitable) status and
- b) editorial amendments to the interpretation of the Statutes.

The members must be notified of such amendments in the next General Meeting.

**Section 22**  
**Utilisation of the association’s assets**  
**in the event of a dissolution, annulment or discontinuation of**  
**the existing purpose**

- (1) The Society may only be dissolved by the General Meeting by means of a decision adopted by a written ballot, which requires a majority of 2/3 of the votes cast.
- (2) In the event of a dissolution or annulment of the Society or of a discontinuation of tax-privileged purposes, the available assets shall, once all debts have been settled, fall to the German Spine Foundation, provided that it is still recognised before the law at that time, or to a tax-privileged successor organisation, for exclusive and direct use for non-profit or charitable purposes within the meaning of Section 3 of these Statutes.

**Section 23**  
**Liquidation**

- (1) As has already been set out in Section 22 of the Statutes, the dissolution of the Society requires a 2/3 majority of the votes cast by the members present. This General Meeting shall also elect the liquidators.
- (2) In order to appoint the liquidators, the General Meeting must reach the decision by a unanimous vote.

**Section 24**  
**Data protection, privacy rights**

- (1) In order to fulfil the tasks defined in these Statutes and the association’s purpose, the association processes personally identifiable information and data on the personal and pertinent circumstances of its members.
- (2) By virtue of their membership and the associated acknowledgement of these Statutes, the members agree to the storage, handling, processing and transfer of their personally identifiable information within the context of fulfilling the tasks and purpose of the association. Any other use of the data (e.g. selling the data) is not permitted.
- (3) All members have the right to access their stored data, to correct their stored data if it is incorrect, to block their data or to delete their data.

**Section 25**  
**Validity of the Statutes**

- (1) The amended Statutes shall enter into force when they are recorded in the Register of Associations, which must be done as soon as possible. The amendments must be indicated to the competent Tax Office of Ulm.
- (2) The amendments to the Statutes were adopted in the General Meeting of 11/12/2015. Upon registration of the amended version in the Register of Associations, the previous Statutes and all previous amendments shall cease to be valid; only this version shall be valid.

Hamburg, 22/03/2016

**The Board of Directors**