



VIENNA VACCINE SAFETY INITIATIVE

## Statutes

### Section 1: Name, Site of Business

(1)

The Association is a registered society according to the regulations and the Code of Civil Law of the Federal Republic of Germany.

The Association bears the name „Vienna Vaccine Safety Initiative“.

(2)

With respect to the registration of the society with the German Registry of Associations, the name of the Association shall carry the affix „eingetragener Verein“ (“incorporated association”), or in its abbreviated form, „e.V.“.

(3)

The place of business of the Association is Berlin, Germany.

### Section 2: Non-profit Status and Purpose

(1)

The „Vienna Vaccine Safety Initiative“ e.V. shall solely and directly pursue charitable ends according to the section “tax privileged purposes” in the German fiscal system

The aims of the association are the advancement of public health and preventative care according to § 52 Para. 2 Nr. 3 , German Fiscal Regulations (“Abgabenordnung”, AO) by means of promoting evidence-based vaccine safety research and communication.

(2)

The purpose according to the Statutes is pursued predominantly by

- a) Advancement of international scientific collaboration.
- b) Publications in biomedical journals and textbooks, as well as public relations activities.
- c) Development of educational programs and measures to promote young scientists.
- d) Connecting scientists and interested parties from developed- as well as developing countries.

**Section 3: Altruism**

(1)

The Association is a charitable organization; according to § 55 AO; it does not primarily pursue its own financial goals.

(2)

The funds of the Association must only be used for the purpose laid down in the Statutes.

(3)

Individual members of the Association do not receive any personal appropriations from the association's budget. Expenditures outside to the Association's Statutes are not permitted, neither are disproportional benefits to any of its members.

**Section 4: Membership**

(1)

Eligible for membership with the Association are the following:

Scientists; students; medical professionals; communication specialists; members of regulatory agencies, non-profit institutions, public private partnerships, NGO's, public health agencies and universities; humanitarian aid workers; politicians/ policy makers; as well as any individuals who are professionally engaged in the topics of vaccine education, vaccine safety and vaccine communication.

(2)

Membership commences with admission to the Association. The inquiry for admission to the association has to be presented in writing. The Association's board of directors shall decide upon each admission. The admission shall take effect by means of written declaration of acceptance issued by the board of directors.

(3)

A legal right to admission into the Association does not exist.

**Section 5: Termination of Membership**

(1)

The termination of membership shall take effect after withdrawal or exclusion from membership, or after the cancellation of membership.

(2)

Any members of the Association are allowed to withdraw from their membership. The withdrawal from membership is permitted following a 3-month period of notice prior to the end of each calendar year. The withdrawal from membership must be announced in a written statement of resignation to the board of directors. Timely receipt of the statement

of resignation by any member of the board of directors is required and sufficient for compliance with the period of notice.

(3)

A member may be excluded from the Association on important grounds. The decision regarding the exclusion from membership requires a simple majority of votes in the general assembly, which shall be held upon request by the board of directors. The member that may be excluded has to be notified in writing by the board of directors, allowing a minimum of two weeks advance notice prior to the date of assembly. A written statement by the affected member, if available, shall be presented during the general assembly voting on the exclusion. The exclusion of membership takes effect with the adoption of the resolution.

(4)

A member may also be excluded from the Association following cancellation of membership. The cancellation of membership may result from late payments of annual membership fees for 6 months or more, and if the overdue amount has not been paid within 3 months after issuance of a written reminder by the board of directors.

The written reminder shall be directed to the latest known address of the recipient member via certified mail. The written reminder should include an explicit notice of imminent cancellation of membership. The written reminder shall also take effect if the letter has been returned to sender as undeliverable.

## **Section 6: Membership Fees**

A membership fee shall apply. The amount and due dates shall be determined by the general assembly.

## **Section 7: Central Bodies of the Association**

The central bodies of the Association are as follows:

- a) the board of directors
- b) the general assembly.

## **Section 8: Board of Directors**

(1)

The board of directors shall consist of the following members elected by the general assembly:

- a) the President
- b) the Vice-President
- c) the Secretary General

(2)

Members of the board of directors shall be elected for a two-year term. Re-election is permitted. At the end of the term of office, each member of the board of directors shall remain in office until the successor has been appointed in compliance with the Statutes. Tenure with the board of directors shall end in case of exclusion of a board member from the Association. Several positions within the board of directors cannot be held simultaneously by the same individual.

(3)

The board of directors is composed according to § 26 BGB, i.e. the representation of the Association to the public is provided by the president, the vice-president, and the secretary general. The president is entitled to sole representation of the Association to the public, the remaining board members shall share dual representation of the Association, according to § 26 German Civil Code ("BGB").

(4)

In specific situations, the president may appoint other board members to solitary representation of the Association to the public, based on individual authorisation.

(5)

The board of directors may adopt resolutions based on a simple majority of votes. In the event of a tie, the deciding vote may be cast by the president. The board of directors constitute a quorum when at least two thirds of all board members are present. Unless there is disagreement by any of the board members, resolutions may also be passed by written circulation procedure.

(6)

The board of directors shall execute the decisions cast by the general assembly. The board of directors may issue its own rules of procedure, which shall be legally binding, as long as they are not in contradiction with legal requirements or mandatory provisions in the Association's Statutes. With any change in composition of the board of directors, the resolution regarding the rules of procedure shall need to be confirmed or revised.

(7)

The president chairs the Association's general assembly as well as the board meetings. In case of his/her absence, that function may be delegated to the vice-president.

(8)

The Secretary General shall be responsible for any administrative matters of the Association.

(9)

Board meetings shall be held at such place as the president shall determine.

**Section 9: General Assembly**

(1)

The general assembly is the supreme body of the Association. Each member has one vote in the general assembly. Members of the Association may be authorized in writing to exercise voting rights for another member of the Association in proxy. One individual member however, may not represent more than three votes in proxy.

(2)

The tasks of the general assembly shall include the following in particular:

- a) Electing members of the board of directors
- b) Passing resolutions with regards to the exclusion of members
- c) Determining amount and due date of the membership fee
- d) Delegation of specific tasks to the board of directors for the time period between two general assemblies.

(3)

The general assembly shall be convened by the president, and In case of his/her absence, by the vice-president. The convocation must be issued in writing, with a minimum of two weeks advance notice specifying the agenda. The notice period shall commence with the day following the dispatch of the convocation notice.

(4)

Up to one week prior to the date of the general assembly, any member may request in writing, supplementary items for the agenda but no changes to the statutes. The chair shall apply the requested changes to the agenda at the commencement of the assembly. The general assembly shall decide upon any requests of additions to the agenda made during the course of the meeting. Two thirds of the valid votes submitted are required for the acceptance of such request.

(5)

Any duly called general assembly constitutes a quorum, unless the law or the statutes require a different majority.

Abstentions shall be counted towards missing votes. In case of a tie, the deciding vote is up to the chair of the assembly. In case of a tie during elections, the election shall be decided by the drawing of lots. The type of voting shall be decided by the chair of the assembly. The voting shall be in writing and secret, unless the general assembly decides otherwise.

**Section 10: Recording of Resolutions Passed during General Assembly**

(1)

The resolutions passed during general assembly must be recorded in the meeting minutes. The minutes are to be prepared by the secretary general and to be countersigned by the chair of the general assembly.

(2)

All members are entitled to review the meeting minutes.

**Section 11: Changes to the Statutes**

(1)

Any planned amendments to the Statutes shall be announced as an item on the agenda for the general assembly. Any dissolution of the Association may only be decided during an extraordinary general assembly solely devoted to this agenda item.

(2)

Any amendments to the Statutes shall be announced to the relevant tax authority following submission of the revised Statute for the purposes of examination of integrity.

(3)

For any resolutions affecting amendments to the Statute, a minimum quorum of half of all individuals entitled to vote, and their presence in the general assembly shall be required. Amendments to the Statute shall only be permitted with a two-third majority of the individuals participating in the general assembly.

**Section 12: Dissolution of the Association**

(1)

The Association may be dissolved by resolution of the general assembly. For the size of the quorum, the regulations outlined in Section 11 apply ("Changes to the Statutes").

(2)

Any Liquidation shall be issued by the board of directors in accordance with § 26 BGB.

(3)

In the event of the Association's dissolution or abolition, or the omission of its previous purpose, the Association's assets shall devolve to EPA/UNEPSA under the explicit provision that these assets be used solely and directly to pursue charitable ends.

*Signed and approved by the founding members of the Vienna Vaccine Safety Initiative  
on April 1, 2011, in Berlin, Germany*