

Articles of association

The nonprofit association

“Deutsche Gesellschaft für Hyperthermie e.V.”

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Explicit naming of the management board after board-selection
(last selection dated 11th February 2012)

§1 Name, registered office, financial year

- 1.1 The association is named “Deutsche Gesellschaft für Hyperthermie” and is listed in the Register of Associations; the association bears the extension “e.V.”.
- 1.2 The association is registered in Wilhelmshaven.
- 1.3 The financial year is similar with the civil year.

§2 Purpose

- 2.1 The association pursues exclusively and immediately non-profit purposes in terms of the section “tax-advantaged purposes” of the fiscal code.
- 2.2 Purpose of the association is the support of the experimental and clinical investigation in the research field Hyperthermia.
- 2.3 The purpose of the articles of association is realized, particularly through the following measures:
 - a) Support of research
 - b) Training activities
 - c) Execution and support of congresses
 - d) Emission of a specialized-newspaper and support of publications
 - e) Enlightenment of the society about research-results
- 2.4 The association operates selflessly; it primary pursues non-own economic purposes.
- 2.5 Means of the association must only be used for purposes according to the articles of association. Members do not receive contributions out of means of the association. Any persons must not be benefited by expenditures which are not caused by association purposes or which are supported through disproportional high remunerations.
- 2.6 In case of dissolution of the association or its originally purpose its assets shall be transferred to the “Gesellschaft für biologische Krebsabwehr e.V.”, which is supposed to use these exclusively for non-profit-purposes.
- 2.7 All owners of association functions are doing voluntary work.
- 2.8 Any resolution about the change of the articles of the association has to be presented to the responsible tax authority before it is registered at the register court.

§3 Acquisition of membership

3.1 Any person of age which is active in the field of Hyperthermia by research, study and/or in practice can become an ordinary member of the association.

3.2 Any natural and juristic persons and business partnerships can become supporting members.

3.3 The management board decides about the application in writing. The application shall contain the name and the address of the applicant, possibly the age and profession.

3.4 Honorary members are named by the management board.

§4 End of membership

4.1 Membership is ended with:

a) Death of the member or, if the member is a juristic person or a business partnership, with its dissolution;

b) Voluntarily resignation;

c) Cancellation from the member-list;

d) Exclusion from the association.

4.2 The voluntarily resignation takes place through a declaration in writing towards a member of the management board. This is only legal at the end of the civil year under compliance with a notice period of three months.

4.3 A member can be cancelled from the member list through a resolution of the management board, if it is still in arrears with its payment after it has been reminded two times. The cancellation must not be decided before the duration of time after the second reminder has been sent is smaller than three months. The member is supposed to be informed about the cancellation.

4.4 A member can be excluded through a resolution of the management board, if it violated seriously against the interests of the association. Before the resolution is passed, the member has the right to justify its acting personally towards the management board or in writing within an appropriate period. The resolution about the exclusion has to be provided with reasons and is going to be sent to the member by registered letter. The member has the right of appeal against the exclusion, by appealing with the general meeting.

The appeal has to be lodged with the management board until a period of one month after receiving the exclusion resolution. Was the appeal lodged in time, the management board has to make a decision at the next general meeting.

If this does not happen leads this to an expiration of the exclusion resolution. If the member does not make use of its right to lodge an appeal, or fails to do so, this means that it subjects to the exclusion resolution with the result that the membership is considered as ended.

§5 Membership fees

5.1 Members are supposed to pay fees. The amount of fees and its maturity date is determined by the general meeting.

5.2 Honorary members are freed of fees.

§6 Bodies of the association

6.1 Bodies of the association are:

- a) The management board
- b) The scientific advisory board
- c) The general meeting

§7 Management board

7.1 The management board consists at least out of the president, the vice-president, the treasurer and the secretary.

7.2 The association is legally represented by two members of the management board, among these are the president or the vice-president. Legal transactions of a value of over € 1,500.000 are only obligatory if the management board approves these in writing.

§8 Competences of the management board

8.1 The management board is reliable for all affairs of the association as long as these are not assigned to another body by the articles of association. The management board's primary tasks are the following:

- a) Preparation of the general meeting and determination of the agenda;
- b) Convocation of the general meeting;
- c) Execution of the resolutions of the general meeting;

- d) Setting up a budget plan for every financial year, bookkeeping, creation of an annual report;
- e) Making and denouncing employment-contracts;
- f) Passing resolutions about inclusion, cancellation and exclusion of members;

8.2 The management board is obliged to provide themselves with a second opinion of the advisory board in any important scientific affairs.

§9 Term of office of the management board

9.1 The management board is elected by the general meeting for the duration of two years, counted from the day of election on, though it stays in its function until a new management board is elected. Each member of the management board is supposed to be elected individually. Only ordinary members of the association are electable. President and vice-president are supposed to be natural scientists or physicians. If a member of the management board resigns during his term of office, the management board can elect a substitute member for the rest of its predecessors' term of office.

§10 Resolution of the management board

10.1 Generally, the management board passes its resolutions at board meetings, which are summoned by the president, in case of its prevention by the vice-president, in writing, oral, by telephone or telegraphically. In any case a convocation period of three days must be fulfilled. The indication of an agenda is not necessary. The management board is able to pass resolutions if at least three board members, among these the president and the vice-president, are present. The majority of casted valid votes decide the resolution. In case of an equality of votes it is said that the vote of the board-meeting-chairman decides the resolution. The management-board-meeting is leaded by the president, in case of its prevention by the vice-president. For purposes of evidence the resolutions of the management board have to be recorded in a resolution-book and have to be signed by the board-meeting-chairman. The documentary is supposed to contain place and time of the board-meeting, names of its participants, passed resolutions and the voting result.

10.2 A resolution of the management board can be passed in writing, if all members of the management board comply with the being adopted regulation.

10.3 The union of multiple management offices in one person is inadmissible.

§11 Advisory board

11.1 The advisory board consists at least out of five members. It is elected for the duration of three years, counted from the day of election on, but stays in his function until a new advisory board is elected. The management board is empowered to nominate members of the advisory board between the general meeting, which have to be confirmed at the following general meeting. Members of the management board cannot be members of the advisory board at the same time.

11.2 The advisory board elects itself a spokesman out of its members.

11.3 The advisory boards function is to consult the management board on important affaires. In general, the advisory board has the task to gather and value scientific findings if necessary it has to provide expert opinions.

11.4 A board-meeting of the advisory board is supposed to take place at least once a year. The advisory board will be convened by the president of the association in writing, by telephone or telegraphically with a time period set of at least one week. The indication of an agenda is not necessary. The advisory board has to be convened if at least two members of it demand the convocation from the management board in writing. If this demand is not fulfilled within a time period of two weeks, the members of the advisory board who requested the convocation are empowered to convene the advisory board by their own.

11.5 All members of the management board have access to any convocation of the advisory board and a right for discussion, whereas any voting rights are excluded. The members of the management board are supposed to be informed about the convocations of the advisory board.

11.6 The convocations of the advisory board are leaded by the president, in case of being prevented the vice-president; is the vice-president prevented as well is the advisory board speaker supposed to lead the convocation. In case of doubt are the present advisory board members empowered to appoint a convocation chairman.

11.7 The advisory board forms its determination by resolution. The resolution is determined through the majority of submitted valid votes.

11.8 In case of a premature departure of any member of the advisory board, the management board of the association is empowered to appoint a substitute member for the remaining term of office of the stood down member.

11.9 For reasons of evidence, the resolutions of the advisory board are supposed to be registered into a journal of decisions and have to be signed by the convocation chairman.

§12 General meeting

12.1 The general meeting has its competences exclusively in the following occasions:

- a) Confirmation of the budget plan set by the management board for the next financial year
- b) Acceptance of the annual report of the management board
- c) Discharge of the management board
- d) Ratification of the amount and maturity of the annual fee
- e) Selection and dismissal of the members of the management board and the advisory board
- f) Resolution about any changes of the articles of association and about dissolution the association
- g) Resolution about the appeal against an exclusion resolution through the management board

12.2 In affairs which are assignable to the competences of the management board, the general meeting is allowed to decide recommendations upon. The management board can as well ask for a second opinion of the general meeting in its own affairs.

§13 Convocation of the general meeting

The ordinary general meeting is supposed to take place at least once a year, as far as possible in the last calendar quarter. It is convened by the management board in writing under compliance with a time period set of two weeks, whereby the agenda must be indicated. The period starts with the day following the forwarding date of the invitation. The invitation is regarded as received by the member if it is sent to the address, which the member communicated with the association most recently. The agenda is set by the management board.

§14 Resolution of the general meeting

14.1 The general meeting is leaded by the president of the association, in case of being prevented by the vice-president or a different member of the management board. In case of all management board members being prevented, the general meeting is empowered to appoint the chairman. In the area of elections, the leadership of the general meeting can as well be transferred to an election committee for the duration of the round of election and the previous discussion.

14.2 The chairman of the meeting determines the method of voting. The voting has to be executed in writing if one third of the present members apply for it.

14.3 The general meeting is not public. The chairman is allowed to tolerate guests. About the acceptance of press, broadcast or television is voted by the general meeting.

14.4 Any ordinary member and honorary members as well maintain a vote during the general meeting. Another ordinary member can be empowered in writing to exercise the voting.

The empowerment has to be created separately for every general meeting. Though, one member must not represent more than three votes.

14.5 The general meeting is quorate if at least 10 members of the association or one third of all members of the association are present or represented. In case of an absence of quorum, the management board is committed to convene a second general meeting with the same agenda within four weeks, which then is quorate without any regard on the amount of present or represented members of the association. This has to be noted in the invitation.

14.6 In general, the general meeting adopts resolutions with a simple majority of the submitted valid votes, whereby abstentions are not regarded. Though, for changes in the articles of association a majority of three quarters of the submitted valid votes is needed, for dissolution of the association a majority of four fifths. A change in the purpose of the association is adoptable with a majority of three quarters of the submitted valid votes.

14.7 For elections, this procedure applies: If a candidate did not achieve the majority of submitted votes, then a runoff-election takes place between the two candidates who reached the highest numbers of votes.

14.8 The resolutions have to be introduced into a protocol, which has to be signed by the respective chairman. The protocol is supposed to contain the following aspects: Date and place of the meeting, person of the chairman, number of present members, the agenda, all results of the selection procedure and the method of selection. In case of a change in the articles of association, the exact wording is supposed to be written down.

§15 Subsequent applications for the agenda

Any member can apply for a subsequent integration of further topics into the agenda to the management board until one week before the day the general meeting is held the latest. The chairman is obliged to change the agenda appropriately at the beginning of the general meeting. The general meeting decides about applications for supplements to the agenda which are made during the general meeting. To adopt the application, a majority of three quarters of the submitted valid votes is necessary.

§16 Extraordinary general meeting

The management board is empowered to convene an extraordinary general meeting at any time. This has to be convened, if the interest of the association requires it or if the convocation is demanded by one third of all members of the association in writing under the premises that reasons and purposes are presented. For the extraordinary general meeting §§12, 13, 14 and 15 are valid.

§17 Dissolution of the association and disposal of assets

17.1 The dissolution of the association can only be adopted through a general meeting and requires the in §14 determined majority of submitted valid votes. As far as the general meeting does not determine anything different, the president and the vice-president are jointly authorized liquidators. The previous requirements are valid for the case that the association is dissolved for another reason or loses its legal capacity.

17.2 The previous articles of association were established in the formation meeting from the 21st of June 1996 and were again confirmed and determined as articles of association in the constituent assembly due to a missing register entry on the 27th of February 2002 and according to the resolutions of the general meeting from the second November 2003 again confirmed.

Nomination by name of the management board after election of the management board (last election 11th of February 2012)

Management board	
President	Prof. Dr. med. Harald L. Sommer
Honorary president in memoriam	Dr. med. Dr. rer. nat. Dipl.-Phys. E. Dieter Hager
Vice-president	Dr. med. Hüseyin Sahinbas
Secretary	Dr. med. Stephan Wey
Treasurer	Dr. rer. nat. Wilfried Stücker
Coordinator for legal issues	Dr. med. Wulf-Peter Brockmann

Scientific Advisory Board	
Spokesman	Arno Thaller, Physician
	Prof. Dr. med. Dipl. med. Holger Wehner
	PD Dr. med. Gerhard Leder
	Dr. med. Friedrich Migeod
	Rainer Schregel, Physician