

CERTIFIED TRANSLATION FROM GERMAN

**By-Laws of the Non-Profit Association
“International Society of Men’s Health, Internationale
Gesellschaft für Männergesundheit”**

ISMH

BY-LAWS

Table of Contents

ARTICLE 1 NAME, SEAT, LEGAL BASIS AND SCOPE OF ACTIVITIES.....	3
ARTICLE 2 PURPOSE OF THE ASSOCIATION AND MEANS TO ATTAIN SUCH PURPOSE	3
ARTICLE 3 COOPERATION PARTNERS	4
ARTICLE 4 MEMBERSHIP	5
ARTICLE 5 ADMISSION, BEGINNING AND DURATION OF MEMBERSHIP.....	6
ARTICLE 6 TERMINATION OF MEMBERSHIP	7
ARTICLE 7 MEMBERS' RIGHTS AND OBLIGATIONS.....	7
ARTICLE 8 ENTRANCE FEES AND MEMBERSHIP DUES	8
ARTICLE 9 SERVICE OF NOTICES	9
ARTICLE 10 REPRESENTATION OF THE ASSOCIATION.....	9
ARTICLE 11 BUSINESS MEETINGS AND ANNUAL SCIENTIFIC MEETINGS.....	10
ARTICLE 12 DECISION-MAKING BODIES/OFFICERS OF THE ASSOCIATION	11
ARTICLE 13 THE GENERAL ASSEMBLY	11
ARTICLE 14 THE BOARD	12
ARTICLE 15 THE PRESIDENT	14
ARTICLE 16 THE PRESIDENT-ELECT	15
ARTICLE 17 THE SECRETARY GENERAL.....	16
ARTICLE 18 THE TREASURER.....	16
ARTICLE 19 ARBITRATION PANEL	16
ARTICLE 20 STANDING COMMITTEES	17
ARTICLE 21 CERTIFICATIONS	19
ARTICLE 22 PROCEDURE TO AMEND THE BY-LAWS	20
ARTICLE 23 WINDING UP OF THE ASSOCIATION	20

ARTICLE 1 NAME, SEAT, LEGAL BASIS AND SCOPE OF ACTIVITIES

Paragraph 1: Name

The non-profit association's name is "International Society of Men's Health – Internationale Gesellschaft für Männergesundheit", hereinafter referred to as "the Association".

Paragraph 2: Legal Basis

The Association is an association under Austrian law pursuant to the Austrian Association Act ("Vereinsgesetz") 2002, Federal Law Gazette I 66/2002 as amended by Federal Law Gazette I 45/2008 (hereinafter referred to as "VerG"); it is a non-profit association within the meaning of sec. 34 et seq. of the Austrian Federal Tax Code ("Bundesabgabenordnung", Federal Law Gazette I 194/1961 as amended by Federal Law Gazette I 52/2009, hereinafter referred to as "BAO").

Paragraph 3: Seat

The seat of the Association is in Vienna, Austria.

Paragraph 4: Scope of Activities

The Association is active in the entire territory of the Federal Republic of Austria and worldwide. The Association is a non-profit organisation.

Paragraph 5: Branch Associations, Chapters, Associations and Umbrella Organisations

The Association is permitted to establish branch associations and chapters and to join other associations and umbrella organisations, provided that these are non-profit organisations.

ARTICLE 2 PURPOSE OF THE ASSOCIATION AND MEANS TO ATTAIN SUCH PURPOSE

Paragraph 1: Purpose of the Association

(1) The non-profit Association seeks the advancement of the general public in the field of men's health, in particular the promotion and support of the highest standards of practice, research, education and ethics in fundamental research, diagnosis, treatment and prevention in all matters of men's health and andrology.

Paragraph 2: Immaterial Means to attain the Purpose of the Association

(1) The purpose of the Association shall be attained by the following immaterial means:

- A) scientific research
- B) public relations of all kinds on the topic of men's health and related issues, geared to all age groups, and in particular
 - by publicising new developments in men's health and raising public awareness as well as awareness in the medical profession for health issues specific to men,
 - by creating a public and scientific source of information for all persons, institutions, corporations etc. interested in issues of men's health,
 - by making available a public and scientific forum to foster the scientific exchange of information and the discussion relevant experiences, ideas and opinions on all issues of men's health,
- C) by producing information material and publications,
- D) by organising congresses and continuing education events,
- E) by establishing a library,
- F) by creating a database,
- G) by forming and participating in private-sector undertakings if entrepreneurial activities are required to maintain a non-profit status within the meaning of sec. 34 et seq. BAO and if these are subordinated to the purpose of the Association,

- H) by other means which support the purpose of the Association, provided that they are in keeping with the criteria applicable to non-profit status within the meaning of sec. 34 et seq. BAO.
- I) education and continuing education in men's health.

Paragraph 3: Material Means to attain the Purpose of the Association

- (1) The material means to attain the purpose of the Association shall be obtained as follows:
- A) from the assets of the Association and earnings generated therefrom,
 - B) entrance fees (if resolved by the General Assembly),
 - C) ongoing membership dues,
 - D) contributions for meetings, congresses and conferences as well as other events of the Association,
 - E) other earnings from events and congresses,
 - F) revenues from activities of the Association which promote the benefit of the public, in particular from the exploitation of scientific research results [Paragraph 2 (1) A)]
 - G) public fund-raising, lotteries, raffles, provided that the required official permits have been obtained,
 - H) earnings from the publication of writings,
 - I) revenues from stakes in private-sector undertakings if these exclusively serve to attain the purpose of the Association,
 - J) revenues from subsidies, donations, fund-raising, sponsoring and dispositions upon death,
 - K) other material means only if raising such does not jeopardise the qualification of the Association as non-profit making within the meaning of sec. 34 ff BAO.

**ARTICLE 3
COOPERATION PARTNERS**

Paragraph 1: Cooperation Partners

- (1) The Association may join comparable associations, societies and organisations or admit these as members of the Association if this seems meaningful in the pursuit of the purpose of ISMH (hereinafter such comparable organisations shall be referred to as "Cooperation Partner").
- (2) The Association may grant the status of an professional member to Cooperation Partners with a similar purpose of association, i.e. men's health issues, and with a geographical area of activities in other countries, such as the "Russian Society of Men's Health", "American Society of Men's Health", "Brazilian Society of Men's Health" etc .

Paragraph 2: Requirements to be met by the Cooperation Partner

- (1) The requirements stated below shall be met for the Association to join Cooperation Partners and for Cooperation Partners to join the Association:
- A) The Cooperation Partner's activities shall be non-profit in nature. Its activities shall promote the interests of the general public in the field of health care, in particular in men's health.
 - B) The Cooperation Partner shall have a purpose of comparable to the Association's purpose. The (Association) purpose of the Cooperation Partner shall in any event include men's health in any form whatsoever as a primary activity.
 - C) The Cooperation Partner shall pursue a permitted purpose and be fully registered in its home country. It shall be organised in a professional manner, which, however, should not be taken to mean the exclusion of volunteers.
 - D) Membership of the Cooperation Partner in the Association or membership of the Association in the Cooperation Partner shall have to be admissible under the Cooperation Partner's by-laws.
 - E) In the event that a Cooperation Partner joins the Association – and provided that the Cooperation Partner has agreed thereto – payments shall be handled as follows: The membership dues from dual members. i.e. members who belong to both the Cooperation Partner and the Association, shall be collected by the Association for both their membership in the Cooperation Partner and in the Association. The membership dues paid to the Association shall in such case comprise the membership dues payable to the Association and to the Cooperation Partner. 80% of the membership dues collected by the Association for the Cooperation Partners shall be paid over to the Cooperation Partners, 20% shall be withheld by the Association to cover administrative expenses. Cooperation Partners shall include relevant provisions for the handling of such payments in their by-laws.

F) The Cooperation Partner may add "ISMH-Partner/Affiliate" or the like to its name if the Board of the Association gives its express written consent.

G) The Cooperation Partners shall be deemed professional members of the Association within the meaning of Article 4 Paragraph (2) of these By-laws, regardless of whether all provisions of this Article have been fulfilled or not.

Paragraph 3: Other Provisions

(1) Cooperation Partner are admitted and joined by decision of the Board.

(2) Article 1, Paragraph 4 of these By-laws (Branch Associations, Chapters, Associations, Umbrella Organisations) shall remain unaffected.

ARTICLE 4 MEMBERSHIP

Paragraph 1: Membership Categories

(1) The membership categories of the Association comprise

- A) active members,
- B) associated members,
- C) corresponding members,
- D) student members,
- E) professional members,
- F) honorary members.

(2) A) Active members

Persons eligible for active membership hold an Austrian or comparable international (e.g. "M.D.", "Ph.D.") academic degree in medicine/medical science and have been associated members of the Association for at least one year and attended at least one "Scientific Meeting" during the three years prior to the conferral of active membership status. Moreover, active members must do clinical work and/or research and/or lecturing in the context of men's health or related fields either directly or indirectly. Eligibility for active membership furthermore requires at least two letters of recommendation from current active members of the Association. The first active members will be admitted by the Board without having to fulfil the prior associated membership requirement.

B) Associated members

Persons eligible for associated membership hold an Austrian or comparable international (e.g. "M.D.", "Ph.D.") academic degree in medicine/medical science and are interested in research and practice in the field of men's health or related fields.

C) Corresponding members

Persons eligible for corresponding membership exercise a medical occupation; they have acquired Austrian or comparable international non-academic qualifications and are interested in research and practice in the field of men's health or related fields.

D) Student members

Persons eligible for student membership are enrolled in Austrian or international academic or non-academic programmes in the field of medicine, medical science, training in nursing or similar non-degree courses, training courses, classes etc at the time of their admission and who are interested in research and practice in the field of men's health or related fields.

E) Professional members

Professional membership is open to persons who have completed academic or non-academic Austrian comparable international education, are able to furnish proof of that 25% of their activities is in the field of media or medicine, and to individuals and legal entities who/which – irrespective of the extent of activity – work in the media or medical sector in the context of men's health or related fields.

F) Honorary members

Persons eligible for honorary membership have rendered outstanding services to the field of men's health or related fields. Honorary members do not necessarily have to be recruited from the existing membership of the Association.

ARTICLE 5
ADMISSION, BEGINNING AND DURATION OF MEMBERSHIP

Paragraph 1: Admission and Change of Membership Status

Natural persons and legal entities may become members of the Association. Decisions on the admission of members of all categories and changes in the status of existing members (e.g. an associated member who becomes active member) are taken by the Board upon recommendation of the Membership Committee (see below); the admission of members or change of status may be refused without reasons having to be given. Application for admission as a member of any category (with the exception of honorary members) and requests for change of membership status shall be filed by submission of an admission/change form filled in and signed by the applicant/member to the Board. To be conferred the status of active member, two recommendations of active members of the Association have to be submitted along with the change form. Any member of the Association may submit a proposal for the conferral of honorary membership to the Board; however, the Board shall not be bound by such proposal. The Board shall pass any and all applications/proposals for admissions of new members, requests for change of status or proposals for honorary membership received to the Membership Committee which will review the application/request/proposal for fulfilment of the relevant criteria and make a recommendation to the Board. The admission of new members to the Association, the change of membership status and the conferral of honorary membership shall be contingent upon a majority of votes of the Board. If an application/request/proposal does not get the required majority of votes, it may be repeated no earlier than a year from the unsuccessful application/request/proposal. Members admitted by the Board shall be informed accordingly and admitted to the Association in a festive ceremony at the next Business Meeting.

Paragraph 2: Beginning and Duration of Membership

(1) Beginning of Membership

Membership of (new) members shall start on the day of approval by the Board; hence, approval by the Board is decisive for membership. The date of the Business Meeting at which the admission ceremony is held shall only be declaratory in nature and shall primarily serve purpose of giving long-standing and new members an opportunity to affirm their membership in the Association. Payment of the first membership due for the following full calendar year (and the entrance fee, if foreseen) is a condition precedent for the beginning of membership; this shall not apply to honorary members since these do not pay membership or entrance fees. In the year in which they are admitted to the Association, which is not a full calendar year, newly admitted members shall be exempt from paying a membership due. The invoice for the membership due (and the entrance fee, if foreseen) shall be sent to members along with the communication of admission or status change before the next Business Meeting to the extent that this is reasonably possible. New members whose membership due (and/or entrance fee, if foreseen) has not been paid for any reason whatsoever shall be given an opportunity to pay at the beginning of each Business Meeting.

(2) Duration of Membership

Upon timely payment of the annual membership due invoiced, membership of all existing members, with the exception of honorary members, shall automatically be renewed for another year or at least until the end of the deadline for payment. Honorary members are permanently exempted from the payment of membership dues (and any entrance fee as may be foreseen).

ARTICLE 6 TERMINATION OF MEMBERSHIP

Paragraph 1: Reasons for Expiry of Membership

- (1) Membership lapses
 - A) upon death in case of individuals,
 - B) upon loss of legal personality, deletion from the Commercial Register or Register of Associations or any other public register or record upon the institution of insolvency proceedings in court or out of court, in case of legal entities
 - C) upon voluntary resignation, and
 - D) upon exclusion.
 - E) Membership does not lapse upon temporary suspension.
- (2) Members may only resign as per 31 December of each year. The Board shall demonstrably be informed of such resignation in writing subject to six months' of notice. If such notification is delayed, it will only become effective as per 31 December of the following year. Regardless of the mode of communication, the date decisive for the timely receipt of the resignation notice is the date of receipt by the Association.
- (3) a) The Board may exclude members who are in default with payment their membership dues for more than six months in spite of a reasonable period of grace. The obligation to pay outstanding membership dues shall remain unaffected by the exclusion. Non-payment of membership dues shall not constitute a reason for terminating an honorary member's membership.
- (3) b) The Board may also exclude members for gross violation of membership duties and for dishonourable behaviour. In particular, the following act shall constitute reasons for exclusions hereunder: violation of the By-laws of the Association, violation of validly existing and effective resolutions of the Association's bodies, violation of the purpose of the Association, final and unappealable convictions under relevant (national) criminal law for a premeditated offence liable to punishment by more than a year of imprisonment, theft of intellectual property, unlawful infringement of intellectual property, forging of scientific data, plagiarism (production or marketing, also if committed by third parties under the control of the member concerned) etc.
- (4) The Board may resolve the temporary suspension of membership for any reason whatsoever, always at the request of a member of the Board, for a maximum period of two years for reasons of imminent danger to the Association. For the period of temporary suspension, the member concerned shall lose all membership rights and obligations. However, membership does not lapse, it is merely suspended. If such suspension is not revoked or membership does not lapse for any reason whatsoever within two years from the date on which the member was notified of the temporary suspension, membership and all appurtenant rights and obligations shall automatically be reinstated after such period.

Paragraph 2: Appeals

Reasons shall be stated in each case of exclusion or suspension of membership. Within two months from service of the notice of exclusion/suspension, the member excluded or suspended may appeal to the Arbitration Panel by registered mail; the appeal shall state a reason. Appeals not giving reasons shall be returned subject to a reasonable period of grace for corrections and shall be deemed not submitted in case of repetition.

ARTICLE 7 MEMBERS' RIGHTS AND OBLIGATIONS

Paragraph 1: Members' Rights

- (1) All members are entitled to attend, submit motions and take the floor at the Business Meeting, the Annual Scientific Meeting and the General Assembly. Members who are in default with at least one membership due (and/or the entrance fee, if foreseen), members against whom exclusion or suspension proceedings are pending, or members who have notified the Board of their voluntary resignation.
- (2) Only active members shall be entitled to vote at the Business Meeting, the Annual Scientific Meeting and the General Assembly.
- (3) Only active members shall have the right to vote and be elected to bodies of the Association, with the exception that active members are excluded from being elected to the Audit Committee if they are members

of another body of the Association, unless such active members voluntarily resign from all other functions in other bodies of the Association as soon as they are elected member of the Audit Committee.

(4) All members are entitled to attend all events organised by the Association and to use the facilities of the Association. The Board may resolve on Rules for Users of the facilities of the Association.

(5) All members are entitled to a reduced attendance fee of the annual Men's Health World Congress (hereinafter referred to as "MHWC") if they register through the Association.

(6) All members are entitled to reduced subscription rates for the periodical "Journal of Men's Health" if they order through the Association.

Paragraph 2: Members' Obligations

(1) All members shall promote the interests of the Association and the purpose of the Association to the best of their abilities and to refrain from anything that could negatively affect the reputation and the purpose of the Association.

(2) Members shall adhere to the By-laws of the Association and all resolutions adopted by the bodies of the Association.

(3) Members shall pay the annual membership due (and the entrance fee, if foreseen) in a timely manner. The membership fee/entrance fee for all membership categories is determined by the Board and shall be in effect until changed by resolution of the Board. Honorary members are not obliged to pay membership fees/entrance fees. Membership fees/entrance fees for student members must in any event be lower than the lowest membership/entrance fees pertaining to all other membership categories.

Paragraph 3: Limitation of Members' Rights

Based on factual reasons, the Board may suspend all or individual rights of professional members or individual professional members temporarily until such time when it is possible to amend the By-laws, and for no longer than two years. The Board shall in particular be entitled thereto if the unlimited membership of all or individual professional members as set forth in these By-laws jeopardises the Association by causing damage in a financial, ethical or legal respect. This will in particular be the case if the Association – for reasons within the control of all or individual professional members – runs the risk of losing its qualification as a non-profit association within the meaning of sec. 34 et seq. BAO. The permanent limitation of the rights of professional members for the above reasons shall require an amendment of the By-laws.

ARTICLE 8 ENTRANCE FEES AND MEMBERSHIP DUES

(1) The Board shall resolve the introduction and amount of one-off entrance fees, if any, for all membership categories with the exception of honorary members and student members. If entrance fees differ in amounts from membership category to membership category (with the exception of honorary members and student members), the relevant other entrance fees shall be invoiced to existing members upon change of membership status (e.g. an associated member becoming active member). Any entrance fees shall be in effect until such time as they are revised by Board resolution as described above. Resolutions concerning entrance fees shall not constitute any amendment of the By-laws. The entrance fee, if any, shall be payable within two months from notification of admission as a member.

(2) A) Annual membership dues are determined by resolution of the Board. They shall be effective until such time as they are revised by Board resolution. Membership dues shall be payable within the first two months of each calendar year, and no later than by the end of the deadline for payment after invoicing.

B) If a member fails to pay his/her membership due within a reasonable period of grace of six months in spite of two written reminders, the Board is entitled to exclude such member pursuant to Article 6 Paragraph 1 (3) b).

(3) A) Entrance fees, if any, and membership dues shall serve the attainment of the Association purpose.

B) Members must not obtain a share in the revenues of the Association and no other gratuities from funds of the Association in their capacity as members. Reasonable expense allowances and reimbursement for substantiated expenses serving the purpose of the Association which are paid to authorised agents and other officers (e.g. chairs of committees) for their activities do not constitute shares in the revenues of the Association or other gratuities from funds of the Association.

C) In the event that members leave the Association for any reason whatsoever, no refunds of entrance fees, if any, nor of membership dues, donations or other contributions shall be made.

ARTICLE 9 SERVICE OF NOTICES

Unless otherwise stated in these By-laws, all notices served by the Association upon its members as well as notices of the officers, bodies and other institutions of the Association (such as standing committees or ad hoc committees) shall be done by e-mail as a matter of principle. E-mail addresses where newly admitted members, honorary members and members whose membership status has changed (e.g. an active member becoming an associate member) can be reached shall be stated upon admission to the Association, conferral of honorary membership or status change. Sending of invitations, agendas, information etc. to the e-mail addresses most recently communicated shall constitute service upon the member by the Association. Thus, service shall be deemed completed by sending to the e-mail addresses most recently communicated, not actual receipt of messages. Members are obliged to inform the Association of any change of e-mail address for service without the asking. Newly admitted members/honorary members shall be advised of this obligation upon admission to the Association/conferral of honorary members; existing members who change membership status shall additionally be reminded thereof upon status change. The Membership Committee and the Secretary General shall be in charge of keeping updated records of membership data, including the e-mail addresses communicated by the individual members for service.

ARTICLE 10 REPRESENTATION OF THE ASSOCIATION

Paragraph 1: Representation of the Association in External Relations

(1) The Association is jointly represented by the President and another member of the Board. In the event the President is unavailable, the President-Designate shall substitute for him/her, and if the latter is also unavailable, the Secretary General shall act as substitute. In managing the ongoing business of the Association, the President shall be authorised to transact business up to a value of EUR 1,000 per transaction alone. In financial matters the other member of the Board authorised to represent the Association together with the President (or the President's substitute if he/she is unavailable) shall be the Treasurer, and if the Treasurer is unavailable, the Secretary shall act as substitute; if the Secretary is unavailable, any other member of the Board shall take his/her place for this purpose. The General Assembly may grant sole authority to represent the Association for individual acts of representation or legal transactions.

(2) The President, the President-Designate and the Secretary General shall be authorised to accept legally binding declarations of third parties. The President shall promptly be informed of any such declarations accepted by the President-Designate or the Secretary General.

Paragraph 2: Transactions of Authorised Agents with the Association

Transactions entered into by and between an authorised agent, officer or member of a collegiate body on the one hand and the Association on the other shall require the approval of the Audit Committee. This shall not apply to minor matters in the ordinary administration of the Association, such as reimbursement for out-of-pocket expenses or expense accounting.

**ARTICLE 11
BUSINESS MEETINGS AND ANNUAL SCIENTIFIC MEETINGS**

Paragraph 1: General Information

Annual Scientific Meetings and Business Meetings are not decision-making bodies of the Association. If all members were invited in writing and sent an agenda of the meeting (i.e. the same persons who shall be invited to General Assemblies), Annual Scientific Meetings and Business Meetings shall - regardless of the number of members present - have a quorum to resolve on all issues which these By-laws do not expressly assign to a different decision-making body of the Association, in particular the General Assembly. Annual Scientific Meetings and Business Meetings shall in particular not elect members of decision-making bodies officers, or authorised agents, members of the Audit Committee, these meetings shall not exonerate officers, authorised agents or decision-making bodies of the Association for the actions during their term of office or resolve on amendments of the By-laws. The Secretary General shall support the Board in the preparation of Annual Scientific Meetings and Business Meetings (for Annual Scientific Meetings this shall be done in cooperation with the organising committee if such was formed by the President and the Secretary General). At the beginning of each meeting, rules of procedure shall be adopted to govern the detailed course of the meetings. If no rules of procedure are adopted, Robert's Rules of Order shall be applied subsidiarily. Unless otherwise set forth in these By-laws, resolutions of the Annual Scientific Meetings and Business Meetings shall be adopted with a simple majority of active members' validly cast votes.

Paragraph 2: Annual Scientific Meetings

(1) General Information and Host

The purpose of Annual Scientific Meetings is to establish an open forum for the exchange of ideas, and propositions, and the discussion of issues concerning men's health and related fields, and thus to create an appropriate environment for critical scientific dialogue and high ethical and moral standards for this forum. The Annual Scientific Meeting shall take place every year in changing locations during a period starting 9 months after the end of the most recent Annual Scientific Meetings and ending 15 months after the end of the most recent Annual Scientific Meetings. The Board of the Association shall be in charge of determining in a timely manner the venue of the Annual Scientific Meeting and the scheme for planning and organisation (preparation) of the Annual Scientific Meeting. The President may, together with the Secretary General, form an organising committee composed of members of the Board for the preparation, detailed planning, on-site organisation and follow-up of the Annual Scientific Meeting.

(2) Time and Place of Annual Scientific Meetings

Based on the proposal made by the President, the Board shall decide the time and place of the Annual Scientific Meetings. Each member of the Association shall be sent an invitation and agenda no later than three months prior to the start of the Annual Scientific Meeting of each year.

Paragraph 3: Business Meetings

All other meetings which all members of the Association are invited to are referred to as Business Meetings. Business Meetings should take place at least once a year, or more frequently if required. The convocation of Business Meetings is within the discretion of the Board. The organisation (convocation), details and programme of Business Meetings shall be resolved by the Board based on the proposal of the President. The ceremony admitting new members or conferring honorary membership or new membership status shall also be held at each Business Meeting following such admission/conferral.

**ARTICLE 12
DECISION-MAKING BODIES/OFFICERS OF THE ASSOCIATION**

Paragraph 1: Decision-Making Bodies/Officers of the Association

The decision-making bodies/officers of the Association are as follows:

- A) the General Assembly,
- B) the Board,
- C) the President,
- D) the President-Designate,
- E) the Secretary General,
- F) the Treasurer,
- G) standing and ad hoc committees, the Arbitration Panel, the Business Meeting and the Annual Scientific Meeting are not decision-making bodies or officers of the Association. The chairs of the committees – with the exception of the chair of the Audit Committee – are ex officio members of the Board.

**ARTICLE 13
THE GENERAL ASSEMBLY**

Paragraph 1: The General Assembly

The General Assembly is the main decision-making body of the Association members. The President shall convoke the General Assembly at least once a year in the framework of the Annual Scientific Meeting. An extraordinary General Assembly may be demanded in writing by at least one tenth of all active members of the Association, with each active having to sign a related request. The President shall then convoke the General Assembly within three months and hold it within another three months. Such request shall be addressed to the President and does not have to state reasons. All members of the Association shall be entitled to attend, take the floor and submit motions to the General Assembly. The right to vote and be elected in the General Assembly shall be reserved to active members. Elections of members of the Audit Committee shall, as a matter of principle, be exempted from this rule. All members may be elected to the Audit Committee, with the exception of those who are officers of the Association or members of a collegiate body. If a person who is an officer or member of a collegiate body stands for election to the Audit Committee, he/she will resign as officer or member of the collegiate body as soon as he/she has been elected to the Audit Committee and accepted the mandate. The right to elect members of the Audit Committee is reserved to all active members. The General Assembly shall decide in all matters assigned to it in these By-laws. The General Assembly shall have a quorum when at least half of all active members of the Association is present; if this is not the case, the General Assembly shall be quorate regardless of the number of active members present half an hour after the original starting time. Resolutions may only be adopted in respect of matters on the agenda. Every active member may send a request to put additional items on the agenda to the President in writing; such requests have to be signed and well-founded and have to be received by the President no later than one week prior to the beginning of the General Assembly, with the date of receipt being decisive. Before the President deals with the original items on the agenda, he/she shall communicate these requests to the General Assembly in an appropriate manner and the General Assembly shall take a vote on adding these items to the agenda. At the beginning of each General Assembly, rules of procedure shall be adopted to govern the detailed course of the meeting. If no rules of procedure are adopted, Robert's Rules of Order shall be applied subsidiarily.

Paragraph 2: Tasks of the General Assembly

The tasks of the General Assembly include in particular:

- the adoption of rules of procedure for the General Assembly
- the adoption of the annual financial statements
- the election of the Board, with the exception of the ex officio members, and the respective direct past President,
- the election of the members of the Audit Committee,
- taking notice of the report of the Audit Committee,
- the exoneration of the Board and the individual members of the Board,
- the exoneration of the members of the Audit Committee,
- the voluntary winding-up of the Association
- any and all further tasks assigned to the General Assembly in these By-laws.

ARTICLE 14 THE BOARD

Paragraph 1: Composition of the Board

The Board may only be composed of individuals. The Board shall at least consist of:

- A) the President,
- B) the President-Elect,
- C) the Secretary General,
- D) the Treasurer,
- E) the direct past President (if applicable),
- F) seven further members, including one to two members from the Affiliated Societies and Regions Committee
- G) as well as further ex officio members who shall all be former Presidents, with the exception of the direct past President, as well as the editor of the "Journal of Men's Health", if the latter is a member of the Association. Members of the Audit Committee are excluded from being members of the Board.

Paragraph 2: The Tasks of the Board

The Board shall in particular be entrusted with the following tasks:

- decisions on the admission of new members
- decisions on status changes of existing members
- decisions on conferring honorary membership
- decisions on excluding members
- decisions on the temporary suspension of members
- decisions on the limitation of membership rights
- decisions on the temporary suspension of professional members' membership rights
- the acceptance of resignation notices
- the admission of Cooperation Partners
- decisions on the Association's joining Cooperation Partners
- decisions on the use of the designation "ISMH-Partner" by Cooperation Partners
- decisions on holding Annual Scientific Meetings and Business Meetings
- the adoption of resolutions on the introduction of entrance fees
- the determination of entrance fees in terms of amounts, if foreseen
- the determination of membership dues in terms of amounts
- the adoption of resolutions on the formation of new standing committees not set forth in these By-laws
- the adoption of resolutions on the formation of ad hoc committees
- taking notice of reports by standing committees and ad hoc committees
- the adoption of resolutions on the admission of further scientists to the Scientific Advisory Board
- the adoption of resolutions on amendments to these By-laws
- obligatory reporting of amendments to these By-laws to the General Assembly
- obligatory reporting of amendments proposed but not adopted to the General Assembly
- the co-opting of members
- the depositions of individual or all members of the Board from office, with members always being barred from voting on their own deposition
- the appointment (designation) of persons as chairs of committees, with the exception of the Audit Committee
- any and all further tasks the Board is assigned in these By-laws.

Paragraph 3: Election of the Board

Ex officio board members and the direct past President are automatically members of the Board and do not need to be elected. All other members of the Board shall be elected from among the active members by the active members in the General Assembly. Whenever an elected member resigns from the Board, the Board shall have the right to co-opt a new member entitled to stand for elections to replace the outgoing Board member. Co-optation is effective until the next ordinary General Assembly. Co-opted members do not have voting rights. If at least half of the Board members elected by an ordinary General Assembly resign prior to the next General Assembly, the chair of the Audit Committee shall be obliged to convene an extraordinary

General Assembly within three months at the latest for the purpose of electing a new Board. In event the chair of the Audit Committee is unavailable, his/her deputy shall substitute for him/her. If the deputy chair of the Audit Committee is also unavailable, each active of the Association shall be entitled to convene an extraordinary General Assembly for the purpose of electing a new Board.

Paragraph 4: Term of Office of the Board

The term of office of the Board shall be three year. Ex officio Board members shall serve on the Board for as long as they hold their office, and the direct past President is a Board member for life. All other Board members may be re-elected without restriction. Every function on the Board shall be exercised personally.

Paragraph 5: Convening and Holding Board Meetings

Board meetings shall take place at least semi-annually, or more frequently if required. The President, or if he/she is unavailable, the Secretary General shall convene Board meetings. If the latter is also unavailable, every other member of the Board shall be entitled to convene Board meetings. An agenda the content of which is within the discretion of the President and the Secretary General (who draw up the agenda together) shall be sent along with the convening letter; if the President and Secretary General are unavailable or unable to draw up an agenda, the content of the agenda shall be within the discretion of the Board member convening the meeting. Every member of the Board may propose items for the agenda to the President or the Board member convening until two weeks prior to the Board meeting, at the latest; the Board shall vote on the admissibility of such agenda items prior to dealing with the original agenda.

Paragraph 6: Quorum and Voting

The Board has a quorum if all members were demonstrably duly invited to the meeting no later than two months (date of sending) prior to the date of the meeting and two thirds of Board members attend the meeting. If this attendance is not reached, the Board is not quorate and cannot take decisions. In such case, a new Board meeting shall be convened without delay and shall be held no later than one month after the date of the Board meeting which was not quorate. In this case, the period for sending the agenda shall be shortened to two weeks prior to the re-scheduled meeting. After the meeting has been convened this way, the Board shall be quorate when half of its members are present. However, the agenda shall be restricted to the items which would have been dealt with in the previous Board meeting which did not have a quorum. In this case, motions to put new items on the agenda are inadmissible. The Board shall adopt resolutions with a simple majority, in case of a tie, the chairperson shall have a casting vote. All resolutions of the Board may be adopted in writing by circular letter or via telephone conference or video link or in any other technically feasible way. If resolutions are not adopted in writing, minutes shall be drawn up; these shall at least contain the resolutions adopted and shall be made available to the Board members no later than when the letter convening the next meeting is sent.

Paragraph 7: Chair and Rules of Procedure

The President shall chair the Board meetings; if he/she is unavailable or unable to attend, the President-Designate, and in case of the latter being unable to attend, the Secretary General shall substitute for the President in chairing the meeting. If the Secretary General is equally unavailable, the members of the Board shall elect an ad hoc chair from among them; if possible, this person should be a Board member experienced in matters of the Association. The appointment of an ad hoc chair is only effective while the persons listed above are unable to fulfil their duties, or ends in the next Board meeting at the latest. The Board may adopt rules of procedure for Board meetings with a simple majority. If the Board adopts rules of procedure, these may include a Steering Committee. If a Steering Committee is introduced, the rules of procedure shall also determine the division of responsibilities between the Board and the Steering Committee.

Paragraph 8: Steering Committee

The Steering Committee within the Board – to the extent that it has been formed in accordance with Article 14 Paragraph 7 – is composed of the President, the President-Elect, the direct past President, the Secretary General and the Treasurer. The Steering Committee's scope of activities is based on the division of responsibilities between the Board and the Steering Committee as governed by the rules of procedure. Normally, if a Steering Committee has been formed, it is in charge of running the Association on a day-to-day basis and in case of imminent danger if it takes too long to convene a Board meeting and make decisions there. The Steering Committee is chaired by the President, his/her substitutes in case the President is unavailable are the office holders listed above in precisely the above order (composition of the Steering Committee). The Steering Committee is only quorate when at least three of its members are present. The Steering Committee may also adopt resolutions in writing by circular letter, with the related provisions governing decision-making on the Board applying mutatis mutandis pursuant to Article 14 Paragraph (6). Decisions shall be adopted by a simple majority; in the event of a tie, the chair shall have the casting vote. All resolutions of the Steering Committee shall be reported to the next plenary Board meeting by a member of the Steering Committee.

Paragraph 9: End of Terms of Office

With the exception of ex officio Board members who shall hold this position for as long as they hold their office and do not require to be appointed, and with the exception of the past President's term, Board members' terms of office end upon death or lapse of the term of office. Moreover, all Board members cease to hold such office if they are excluded as members, if they are deposed or if they resign voluntarily by written notice to the President or, in the event that the entire Board steps down, to the General Assembly, for the attention of the chair of the Audit Committee. Voluntary resignation becomes effective when a new member of the Board has been elected by the General Assembly or a new Board member has been co-opted.

Paragraph 10: Deposition

The Board may depose the entire Board or individual Board members. Deposition becomes effective when the new Board has been appointed or when a new member has been co-opted by remaining Board members. Board members are not permitted to vote on their own deposition.

**ARTICLE 15
THE PRESIDENT**

Paragraph 1: General Information

The President-Elect elected for a term of three years from among the active members in the General Assembly shall automatically become President after the term of office without requiring a separate election. His/her following term of office as President lasts for another three years and at least until the fourth General Assembly from his/her election as President-Elect. Immediate re-election of a person after the end of the combined terms of office of the President-Elect and the President of four years is inadmissible. The President manages the Association. Jointly with the Secretary General, he/she represents the Association in external relations. If there is no Steering Committee or if such Steering Committee cannot be expected to act in a timely manner in case of imminent danger or urgent matters of ongoing administration, the President shall be authorised to act independently in matters normally within the responsibility of the General Assembly or the Board. These shall however require subsequent approval by the decision-making body of the Association normally in charge.

Paragraph 2: The President's Tasks

The President is responsible for all tasks in the Association which have not been assigned to other officers or decision-making bodies of the Association. This includes, without being limited to:

- the management of the Association
- representation of the Association in external relations, jointly with the Secretary General
- the representation of the Association vis-à-vis governmental and political bodies, the press and media, science and industry as well as other associations or fora, jointly with the Secretary General
- convening the General Assembly
- accepting a minority motion for the convening of an extraordinary General Assembly
- the right to propose Annual Scientific Meetings and Business Meetings
- the convening of Business Meetings,
- the convening of Annual Scientific Meetings,
- the convening of Board Meetings,
- chairing the General Assembly,
- chairing Annual Scientific Meetings,
- chairing Business Meetings,
- chairing Board meetings,
- accepting voluntary resignations from Board members,
- deciding the agenda of Board meetings jointly with the Secretary General
- receiving proposed agenda items for Board meetings
- inviting to other events of the Association jointly with the Secretary General,
- chairing other events of the Association,
- public relations work for the Association, jointly with the Secretary General
- chairing meetings of the Board's Steering Committee (if in place),
- subsidiary authority to give instructions in matters within the scope of responsibility of the General Assembly or the Board
- convening and appointing organising committees, jointly with the Secretary General
- receiving status reports
- the appointment of a maximum of five further committee members from among active members, in particular for the Education and Continuing Education Committee and the Certification Committee, if required, jointly with the Secretary General
- the right to propose to the Board further members of the Scientific Advisory Board
- receipt of proposals for amendments to the By-laws
- any and all further tasks assigned to the President in in these By-laws.

**ARTICLE 16
THE PRESIDENT-ELECT**

Paragraph 1: General Information

The President-Elect elected for a term of three years from, and no less than for the period until the next General Assembly, among the active members in the General Assembly. After his/her term of office as President-Elect he/she shall automatically become President without requiring a separate election. Immediate re-election of a person after the end of the combined terms of office of the President-Elect and the President of four years is inadmissible.

Paragraph 2: Tasks of the President-Elect

The President-Elect is in particular entrusted with the following:

- substituting for the President in the event that he/she is temporarily or permanently unable to fulfil his/her official tasks
- the acceptance of legally binding declarations of third parties
- any and all further tasks assigned to the President-Elect in these By-laws.

**ARTICLE 17
THE SECRETARY GENERAL**

Paragraph 1: General Information

The Secretary General is elected by the General Assembly for a term of six years. His/her function is primarily to support the President and the Board in the day-to-day business of the Association.

Paragraph 2: Tasks of the Secretary Generals

In particular, the Secretary General is in charge of the following:

- providing support in the preparation of the Annual Scientific Meetings and the Business Meetings
- representation of the Association in external relations, jointly with the President
- responsibility for the office organisation of the Association
- responsibility for the filing and updating of important documents
- monitoring of the Membership Committee as it keeps the membership register
- preparation and drawing up of all correspondence of the Association
- keeping the minutes of Business Meetings, Annual Scientific Meetings and General Assemblies
- keeping the minutes of committees, if required
- substituting for the President if the latter is unavailable
- the acceptance of legally binding declarations of third parties
- any and all further tasks the Secretary General is assigned under these By-laws, in particular jointly with the President.

**ARTICLE 18
THE TREASURER**

Paragraph 1: General Information

The Treasurer is elected by the General Assembly from among active members for a period of office of three years and at least until the next but one General Assembly. He/she is in charge of the entire financial management of the Association.

Paragraph 2: Tasks of the Treasurer

In particular, the Treasurer is in charge of the following:

- the collection of entrance fees and membership dues
- the preparation and management of the annual budget of the Association
- handling the payment transactions of the Association
- managing the entire assets of the Association, including the investment of Association assets
- the preparation of the annual financial statements
- any and all tasks assigned to the Treasurer under these By-laws.

**ARTICLE 19
ARBITRATION PANEL**

Paragraph 1: The Tasks of the Arbitration Panel

In any and all disputes arising from relations within the Association, in disputes on responsibilities between individual decision-making bodies or officers of the Association and in respect of the interpretations of these By-laws, the Arbitration Panel shall decide with final effect within the Association. In particular, the Arbitration Panel is also in charge of deciding on appeals against exclusions and membership suspensions.

Paragraph 2: Composition

The Arbitration Panel is an ad hoc committee forming in the above-mentioned cases. Each party shall nominate an arbiter from among the active member within two weeks; such member must not be an officer or member of a collegiate body. The two arbiters shall within a further two weeks nominate another active member of the Association fulfilling the same requirements, who will act as their chair. If two arbiters are not nominated within two weeks or if these cannot decide upon a chair within another two weeks, the President shall appoint the missing arbiters. If the President is biased, the President-Elect shall take on this task; if the entire Board is biased, this task will be taken over by the chair of the Audit Committee.

Paragraph 3: Procedure

The Arbitration Panel may adopt rules of procedure. The proceedings shall as a matter of principle be carried out in writing. The Arbitration Panel may also adopt resolutions in writing by circular letter, with the relevant provisions governing decision-making on the Board under Article 14 Paragraph (6) applying mutatis mutandis. At the request of one of the parties to the dispute or the member whose exclusion is called for by the Board, an oral hearing of all parties concerned shall be mandatory. In arbitration, parties concerned may be represented by a representative chosen at their discretion or professional legal counsel. The Arbitration Panel shall decide with a simple majority when all members are present. Abstention from voting shall not be admissible. If the Arbitration Panel comes to the conclusion that only minor breaches were committed, it may at its discretion take measures it deems appropriate, such as a written warning or a threat of exclusion from the Association. Such decisions have final effect within the Association. The deliberations of the Arbitration Panel shall be taken on record in minutes. Matters can only be submitted to ordinary courts of law after a decision by the Arbitration Panel or if no decision is taken within two years from the date on which the matter was submitted to the Arbitration Panel.

**ARTICLE 20
STANDING COMMITTEES**

Paragraph 1: General Information

The list of standing committees is not exhaustive. New standing committees and ad hoc committees may be formed upon resolution by the Board. All committees, with the exception of the Audit Committee, are preparatory advisory committees, supporting the decision-making in the relevant bodies of the Association. Committees shall elect a chair and deputy chair from among their members and may resolve rules of procedure to govern the course of their meetings. If no rules of procedure were adopted, the chair of the committee shall convene the committee meetings, which shall take place at least once a year. Along with the convening letter, the chair shall send the agenda of the meeting prepared in his/her discretion. Each member of the committee may submit a motion for the addition of further items to the agenda. Committees have a quorum when at least half of their members are present and they adopt resolutions with a simple majority. In the event of a tie, the chair shall have the casting vote. All committees may also adopt resolutions in writing by circular letter, with the related provision governing the adoption of resolutions on the Board Article in 14 Paragraph (6) applying mutatis mutandis. Resolutions of the committees are effective in internal relations: Decisions state whether or not a matter is to be referred to a decision-making body of the Association for further decision. These general rules for committee shall apply mutatis mutandis to the Audit Committee, with the sole exception that the Audit Committee is in charge of auditing the entire financial management of the Association.

Paragraph 2: Audit Committee

The Audit Committee consists of five members from among the active members. The members of the Audit Committee must not belong to any other decision-making body of the Association. They shall be elected by the General Assembly for a period of three years, and at least until the next but one ordinary General Assembly. If no irregularities are found in the financial management of the Association, the chair of the Auditing Committee shall move that the General Assembly exonerate the individual decision-making bodies and officers of the Association. The Audit Committee shall in particular be responsible for the ongoing monitoring of the financial management of the Association, continuous reporting about the financial management of the Association to the Board, the examination of the annual budget, the audit of the annual financial statements and the submission of a report on activities of the Audit Committee to the General

Assembly. Pursuant to Article 10 Paragraph 2, transactions entered into between an officer or a member of a collegiate body of the Association on the one hand, and the Association on the other, require the approval of the Audit Committee. In the event that the Board is biased, the chair of the Audit Committee shall appoint members of the Arbitration Panel which have not been appointed yet. If more than half of the Board members elected by the General Assembly resign, the chair of the Audit Committee shall be in charge of convening a General Assembly.

Paragraph 3: Membership Committee

The Membership Committee consists of five members from among the active members. They shall be elected by the General Assembly for a period of three years, and at least until the next but one ordinary General Assembly. The Membership Committee is in particular in charge of advertising membership in the Association, recruiting and acquiring new members for the Association and the ongoing administration and updating of membership and member data. The Membership Committee supports the President, the Secretary General and the Board in the framework of their assigned tasks as described herein, and in particular, the Membership Committee shall keep membership data available and updated, especially the e-mail addresses communicated by members for service.

Paragraph 4: Nominating Committee

The Nominating Committee consists of the direct past President, who is at the same time its chair, and the current Secretary General. Moreover, one active member is elected to the Nominating Committee by the General Assembly for a period of three years, and at least until the next but one ordinary General Assembly. The Nominating Committee is in particular in charge of preparing and submitting appropriate proposals to the President and/or the Board as regards the staffing of offices and existing institutions of the Association with suitable functionaries or members, as well as the admission of Cooperation Partners and the Association's joining Cooperation Partners.

Paragraph 5: Education and Continuing Education Committee

The Education and Continuing Education Committee consists of a chair to be appointed (designated) by the Board as well as one of two "further members" of the Board for the duration of their term of office on the Board. At the discretion of the President and the Secretary General, who jointly fulfil this task, a maximum of five further members of the Committee shall be appointed from among the active members of the Association. The Education and Continuing Education Committee shall in particular be in charge of drawing up and making recommendations concerning individuals in matters of men's health as well as support to universities and other institutions in the preparation of curricula whilst taking issues of men's health into account. The Committee shall also be in charge of keeping educational measures concerning men's health updated for the benefit of individuals and institutions.

Paragraph 6: Certification Committee

The Certification Committee consists of a chair to be appointed (designated) by the Board as well as one of two "further members" of the Board for the duration of their term of office on the Board. At the discretion of the President and the Secretary General, who jointly fulfil this task, a maximum of five further members of the Committee shall be appointed from among the active members of the Association. The Certification Committee shall in particular be in charge of drawing up certification requirements, categories and processes for individuals and institutions, the ongoing assessment of certifications carried out, and related recommendations to the Board, including the preparation of criteria for re-certification by individuals and institutions. The Certification Committee shall evaluate the system of certification and re-certification on an ongoing basis and regularly report to the Board.

Paragraph 7: Scientific Advisory Board

The Scientific Advisory Board consists of the current President of the Association, the direct past President of the Association, as well as a maximum of ten other members from among the active members appointed on the recommendation of the President by resolution of the Board. The chair of the Scientific Advisory Board shall be appointed (designated) by the Board. The Advisory Board's task is to provide scientific advice to all decision-making bodies of the Association, following through projects with scientific expertise,

providing scientific support in the preparation of the agenda for the annual MHWC and scientific support to the periodical “Journal of Men’s Health”.

Paragraph 8: Publication Committee

The Publication Committee consists of a chair to be appointed (designated) by the Board and at least two “further members” of the Board for the duration of their term of office on the Board. At the discretion of the President a maximum of five further members of the Committee shall be appointed from among the active members of the Association. The Publication Committee shall in particular be in charge with the production of information materials as well as the preparation of publications pursuant to Article 2 Paragraph 2 (1) C) of these By-laws and related recommendations to the Board. The Publication Committee shall regularly report on its activities to the Board.

Paragraph 9: Cooperation Partner Committee

The Cooperation Partner Committee consists of a chair to be appointed (designated) by the Board and the Secretary General, the direct past President of the Association, and at least two further members of the Board for the duration of their term of office on the Board. At the discretion of the President and the Secretary General, who jointly fulfil this task, a maximum of five further members of the Committee shall be appointed from among the active members of the Association. The task of the Cooperation Partner Committee is in particular to propose to the Board potential Cooperation Partners within the meaning of Article 3 of these By-laws for admission to the Association or for joining by the Association, to examine in depth the fulfilment of requirements under Article 3 Paragraph 2 of these By-laws in view of potential admission/joining and to regularly report on this and the committee’s ongoing activities to the Board.

Paragraph 10: Affiliated Societies and Regions Committee

The Affiliated Societies and Regions Committee consists of a chair to be appointed (designated) by the Board, the President of the Association and the Secretary General. The Affiliated Societies and Regions Committee consists furthermore of the respective presidents of the affiliated societies. One to maximum two members of the Affiliated Societies and Regions Committee will be members of the Board for the period of 3 years. The task of the Affiliated Societies and Regions Committee is in particular to represent the interest of the respective national and regional societies with duties in various fields like scientific research, public relations of all kinds on the topic of men’s health and related issues, geared to all age groups and in particular by producing information material and publications by organising national and regional congresses and continuing education events. Furthermore by contributing to the ISMH library as well as by creating a national and regional database.

**ARTICLE 21
CERTIFICATIONS**

Paragraph 1: General Information

At the discretion of the Board, the Association may grant certification to individuals and institutions especially committed to matters of men’s health.

Paragraph 2: Objective

The objective of certification is the creation of high and uniform standards in practice, research, education and professional ethics in respect of men’s health.

Paragraph 3: Certification Procedure

The Certification Committee shall draw up certification requirements, categories (see Paragraphs 4 and 5 below) and processes for individuals and institutions and propose these to the Board. The Board of the Association may refer such proposals back to the Certification Committee for revision or approve them and present them in the framework of a Business Meeting for voting by the active membership of the Association.

Paragraph 4: Individual Categories

- A) Partners
- B) Associated Partners
- C) Candidates

Paragraph 5: Institutional Categories

- A) Comprehensive Institution for Men's Health
- B) Clinical Institution for Men's Health
- C) Non-Comprehensive Institution for Men's Health

**ARTICLE 22
PROCEDURE TO AMEND THE BY-LAWS**

Any member of the Association may submit proposals for an amendment of these By-laws to the President in writing; the President shall make a full copy of the proposed amendment of these By-laws available to all the members of the Board and report about such proposals to all members of the Board present at the next meeting. The members of the Board shall be given an opportunity to comment on the amendment of the By-laws until the next meeting of the Board following the meeting in which the proposed amendment was reported. The normal attendance quorum of the Board shall be sufficient for resolving amendments of the By-laws; however, for consensus on the amendment of the By-laws, a majority of three quarters of the valid votes cast shall be required. The outcome of the vote on the proposed amendment of the By-laws, the adoption of the proposed amendment of the By-laws in a revised version or the rejection of the proposed amendment of the By-laws shall be communicated in writing to the member of the Association which submitted the recommendation for the amendment of the By-laws to the President. The President shall be obliged to report every proposal submitted to him/her for an amendment of the By-laws to the next General Assembly. In the event that the amendment is adopted by the Board, either as it stands or in a revised version, the amendment shall be communicated to the members in appropriate written form when the General Assembly is convened.

**ARTICLE 23
WINDING UP OF THE ASSOCIATION**

The resolution to wind up the Association voluntarily may only be adopted by a General Assembly convened exclusively for this purpose and shall require a majority of two thirds of the valid votes cast. The Association may also be wound up by the authority in charge of associations or in the event that the privileged purpose of the Association no longer applies; however, in such cases no resolution of the General Assembly shall be required. After winding up, the Association enters the stage of liquidation. All members of the last Board of the Association shall automatically become liquidators without a separate election being required. These shall ensure that the Association is liquidated. Subject to Article 10 (Representation of the Association), which shall apply mutatis mutandis, they shall represent the Association or the Association in liquidation for as long as the assets of the Association have been distributed and the Association has been deleted from the Register of Associations. If the Association is wound up voluntarily or by official decision, or if the privileged purpose of the Association no longer applies, it shall be mandatory to transfer the remaining assets of the Association to a non-profit association, a non-profit society, a charitable foundation or a similar non-profit legal entity within the meaning of sec. 34 et seq. BAO for use in the interest of the general public.

If the Association is wound up by the General Assembly or because the privileged purpose of the Association no longer applies, the General Assembly shall resolve to transfer the assets of the Association to a legal entity recognised as a non-profit entity which pursues purposes similar to those of the Association. This shall mandatorily be linked with the requirement that the assets shall only be used in the interest of the general public. If the General Assembly does not adopt a resolution to this effect, the remaining assets of

the Association shall be transferred to the non-profit private foundation "Nein zu Arm und Krank", which is in the stage of planning at the time of the drawing up of these By-laws; this shall mandatorily be linked with the requirement that the assets shall exclusively be used in the interest of the general public within the meaning of sec. 34 et seq. BAO for purposes equivalent to the purposes of the Association. If the General Assembly does not adopt a resolution to this effect, or if the non-profit private foundation "Nein zu Arm und Krank", which is in the stage of planning at the time of the drawing up of these By-laws does not exist for any reason whatsoever or is not non-profit in nature, the Board shall decide with a simple majority, and if such resolution does not come about either, the President shall be entitled to decide on the remaining assets subject to Article 23 hereof, and whilst taking into consideration the requirements of non-profit use.

*With reference to my oath of office,
I hereby certify the exact conformity
of the above translation with the
German original submitted to me.*

Mag. Elisabeth Frank-Großebner

*Mag. Elisabeth Frank-Großebner
Certified translator and court interpreter
for English*

Vienna, 25 May 2010

