

## **Statutes of the European Society for Sleep Health**

### **§ 1 Name, Registered office, Financial year**

§ 1 No. 1 The name of the association is "European Society for Sleep Health". It is to be entered in the register of associations and then carries the suffix "e.V."

§ 1 No. 2 The association has its seat in Röttenbach (near Forchheim). The association was established on June 18, 2016.

§ 1 No. 3 The association is politically, ethnically and denominationally neutral.

§ 1 No. 4 The financial year of the association is the calendar year.

§ 1 No. 5 The association pursues solely non-profit purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code.

### **2 Purpose of the Association**

§ 2 No. 1 The purpose of the association is to promote sleep health and awareness of the great importance of sleep health for overall health and well-being, especially in Europe. The purpose of the statutes is realised in particular through educational and informational work (especially publications, events), through the establishment and enforcement of consumer protection and quality standards on the markets for sleep-related products, through lobbying with political decision-makers and through research in the field of sleep health (e.g., by awarding research contracts).

§ 2 No. 2 The association acts altruistically; it does not primarily pursue self-serving purposes.

§ 2 No. 3 The Association's funds may only be used for the purposes laid down in the association's statutes. The members do not receive any contributions from the association's funds.

§ 2 No. 4 No person may benefit from expenses that are alien to the purpose of the association or from disproportionately high remuneration.

### **§ 3 Acquisition of Membership**

Any natural or legal person can become a member of the Association. The Association's Board unanimously decides on the written application for membership within six months. It may waive its right to give reasons for its decision.

### **§ 4 Termination of Membership**

§ 4 No 1 Membership ends

- a) with the death of the member in the case of natural persons,
- (b) in the case of legal persons, by dissolution thereof,
- (c) by voluntary resignation,
- d) by removal from the list of members,
- e) by expulsion from the association.

§ 4 No. 2 Voluntary resignation shall be performed by written declaration to a member of the Board. It is only permissible at the end of a calendar year subject to a period of notice of three months.

§ 4 No. 3 A member may be removed from the list of members by resolution of the Board if, despite two reminders, he/she is in arrears with the payment of the membership fee. In the case of the second reminder, reference must be made to § 4 No. 3 Sentence 1. The member must be informed of the removal in text form.

No 4 A member may be expelled from the association by resolution of the General Meeting if he / she has grossly violated the interests of the association. Before the resolution is passed, the member must be given the opportunity to comment on the accusations. The member must be notified of the accusations (together with instructions on how to respond) at least two weeks in advance.

### **§ 5 Membership Fees**

Contributions are collected from the members. The amount of the annual fee and its due date are determined by the General Meeting. Honorary members are exempt from the obligation to contribute.

## **§ 6 Governing Bodies of the Association**

The governing bodies of the association are the Board and the General Meeting.

## **§ 7 The Board**

The Board within the meaning of § 26 German Civil Code consists of a) the Chairman, b) the Deputy Chairman and the Treasurer. The association is represented in and out of court by one member of the Board alone.

## **§ 8 Term of Office of the Board**

The Board is elected by the General Meeting for a period of seven years from the day of the election. However, it remains in office until the new election of the Board. If a member of the Board resigns during the term of office, the Board elects a substitute member (from among the members of the association) for the remaining term of office of the resigning member.

## **§ 9 Resolution of the Board**

§ 9 No. 1 The Board generally takes its decisions at Board meetings convened by the Chairman or the Deputy Chairman in writing, by telephone or by e-mail. In any case, a convocation period of at least three days must be observed. If all members of the Board agree, this may also be shorter. The Board meeting may also be held by telephone conference.

§ 9 No. 2 The Board is quorate if at least two members of the Board, including the Chairman or the Deputy Chairman, are present. Resolutions are passed by a majority of the valid votes cast. In the event of a tie, the vote of the Chairman of the Board meeting shall be decisive. The meeting of the Board is chaired by the Chairman, in his absence by the Deputy Chairman.

§ 9 No. 3 The resolutions of the Board must be recorded and signed by the chairman of the meeting.

§ 9 No. 4 A resolution of the Board may also be passed in text form by circulation if all members of the Board declare their consent to the regulation to be resolved.

## **§ 10 The General Meeting**

Each member present at the General Meeting has one vote.

The General Meeting is particularly responsible for the following matters:

- a) Receipt of the annual report of the Board; discharge of the Board.
- b) Determination of the amount and the due date of the annual contribution.
- c) Election and dismissal of the members of the Board.
- d) Resolution on the amendment of the statutes and on the dissolution of the association.
- e) Appointment of honorary members.

### **§ 11 Convening the General Meeting**

The ordinary General Meeting shall take place in the first half of the calendar year. It shall be convened by the Board with two weeks' notice by e-mail stating the agenda. The letter of invitation shall be deemed received by the member if it is sent to the last address provided by the member to the association. The agenda is set by the Board.

### **12 Resolution of the General Meeting**

§ 12 No. 1 The General Meeting is chaired by the Chairman, in his absence by the Deputy Chairman. The Chairman, in his absence the Deputy Chairman, shall appoint a minute taker.

§ 12 No. 2 The chairman of the meeting shall determine the type of voting. The vote must be taken in writing if one third of the voting members present at the vote so request. The General Meeting is not open to the public. The chairman of the meeting may allow guests.

§ 12 No. 3 Every duly convened General Meeting has a quorum if the Chairman or the Deputy Chairman is present. If they are permanently absent, the General Meeting is quorate even without their presence and in this case appoints a chairman of the meeting and minute taker.

§ 12 No. 4 The General Meeting generally passes resolutions by a simple majority of the valid votes cast; abstentions are not taken into account. A majority of three quarters of the valid votes cast is required to amend the statutes (including the purpose of the association) and four fifths to dissolve the association.

§ 12 No. 5 In the case of elections, the following applies: If no candidate has reached the majority of the valid votes cast in the first ballot, a second ballot shall be held between the candidates who have reached the two highest numbers of votes.

§ 12 No. 6 Minutes must be taken of the resolutions of the General Meeting, which must be signed by the respective chairman of the meeting and the minute taker. In particular, it should contain the following observations: Place and time of the meeting, the person

chairing the meeting and the minute taker, the number of members present, the agenda, the individual results of the vote and the type of vote. In the case of amendments to the association's statutes, the provision to be amended must be stated.

### **13 Subsequent Motions to the Agenda**

Every member can apply in writing to the Board one week before the day of the General Meeting at the latest that further matters shall be put on the agenda. The chairman of the meeting must revise the agenda accordingly at the beginning of the General Meeting. The General Meeting decides on the motions for additions to the agenda which are made during the General Meeting. A majority of three quarters of the valid votes cast is required to approve the motion. Changes to the statutes, the dissolution of the association as well as the election and dismissal of Board members can only be resolved if the motions have been announced to the members with the agenda.

### **14 Extraordinary General Meetings**

The Board can call an extraordinary General Meeting at any time. It must be convened if the interest of the association requires it or if the convening is required from the Board by at least one tenth of all members in writing stating the purpose and the reasons. §§ 10, 11, 12 and 13 apply accordingly to the extraordinary General Meeting.

### **15 Dissolution of the Association and Right to Seizure**

§ 15 No. 1 The dissolution of the association can only be decided in a General Meeting with the majority of votes stipulated in § 12. Unless the General Meeting decides otherwise, the Chairman and the Deputy Chairman are jointly authorized liquidators. The above regulations apply accordingly in the event that the association is dissolved for another reason.

§ 15 No. 2 In the event of dissolution of the association or the lapse of tax-privileged purposes, the assets of the association shall be transferred to the German Society for Sleep Research and Medicine, which shall use them directly and exclusively for non-profit, charitable or ecclesiastical purposes.

The above statutes were established at the Incorporation Meeting (General Meeting) on June 18, 2016.

Herzogenaurach

June 18, 2016  
signatures