

## Articles of Association

### § 1 Name, Headquarters

1. The association bears the name  
Vereinigung der Deutschen Ästhetisch-Plastischen Chirurgen e.V. (English: The Association of German Aesthetic-Plastic Surgeons).
2. It is based in Berlin.
3. The purpose of the association is not directed at commercial business operations.

### § 2 Purpose and Responsibilities of the Association

1. The Association has tasked itself with preserving and developing aesthetic-plastic surgery in Germany in close cooperation with the specialist field of plastic surgery.
2. Aesthetic-plastic surgery includes procedures related to the restoration and improvement of the physical form and visibly impaired bodily functions. It seeks to correct the consequences of congenital anomalies and acquired or age-related changes in external appearance.
3. The Association also serves to promote aesthetic-plastic surgery in both scientific and practical terms. This includes fostering the exchange of knowledge and ideas with international aesthetic-plastic surgery societies and institutions related to this field.
4. Further, it strives to promote quality assurance in theoretical and practical continuing education and professional development.
5. The Association's objectives and responsibilities are in accordance with the guidelines of the International Confederation for Plastic, Reconstructive and Aesthetic Surgery (ICOPLAST) and the International Society of Aesthetic Plastic Surgery (ISAPS).
6. The Association is the official representative of German aesthetic-plastic surgery.
7. The Association represents the general and professional interests of aesthetic and plastic surgery within the German medical community and toward its elected representatives, as well as in the public sphere.

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### **§ 3 Membership; Rights and Obligations of Members**

1. Full membership in the Association of German Aesthetic-Plastic Surgeons is restricted to physicians who have obtained Specialist in Plastic and Aesthetic Surgery accreditation in Germany or another German-speaking country, or the corresponding specialist certification under the previously valid regional Continuing Education Regulations. Full members must work exclusively in the field of plastic surgery; they are obliged to use their specialist title, i.e., in public. Full members are entitled to vote and are required to pay membership fees.
2. For doctors from Austria or Switzerland, recognition as a plastic surgeon is a prerequisite for full membership.
3. Renowned personalities may be appointed as corresponding members as a way of honouring them. Corresponding members have no voting rights and are not required to pay membership fees.
4. Personalities who have made exceptional contributions to the promotion of German aesthetic-plastic surgery may be made honorary members. Any full member may submit the names of such persons to the Executive Board for consideration. Only honorary members who were previously full members have voting rights and are eligible for election. Honorary members are not required to pay membership fees.
5. Specialists in Plastic and Aesthetic Surgery who do not meet the criteria for full membership may instead be granted "Fellow" status for a period of three years. The purpose of this is to give younger specialists the opportunity to undergo intensive training in the field of aesthetic surgery. Fellows are offered intensive courses in various aesthetic surgery fields, taught by full VDÄPC members. Fellows shall be expected to make an annual membership contribution of €500. "Fellow" status may be extended by one year upon request. Fellows may attend the General Assembly as non-voting participants.
6. Furthermore, doctors who meet the requirements set forth in 1 or 2 may apply for passive membership, provided that they are not primarily employed as medical professionals (particularly due to retirement). The application must be accompanied by appropriate evidence (e.g., proof of limited scope of medical work, tax records, proof of discontinued online presence, etc.). The Board of Management shall decide on the application at its discretion. Passive members are exempt from membership fees. They do not have voting rights and are not eligible for election.
7. Annual membership fees shall be set by the General Assembly. The Treasurer is responsible for collecting membership fees. Membership fees may only be paid via SEPA direct debit. In the event that the direct debit mandate is not issued or withdrawn, the Member in question shall pay a reasonable fee to cover the costs of the additional administrative burden.
8. The financial year corresponds to the calendar year.
9. Membership fees are payable immediately upon admission to the Association. Members admitted in the first half of the calendar year shall be obliged to pay the full annual fee; those admitted in the second half shall pay half the annual fee.

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### **§ 5 Admission, Resignation and Revocation**

1. Prospective members must fill in a form, which is available from the office upon request, and must supply detailed letters of recommendation from two sponsors who are full members of the Association. Austrian and Swiss applicants may obtain such recommendation letters from members of the Executive Board of their respective national associations recognised by ICOPLAST. Decisions regarding admission are taken by the General Assembly; there is no right to admission.
2. Membership resignations may be tendered with three months' notice, effective at the end of the year. Membership fees are still to be paid for the ongoing calendar year.
3. Should a member remain more than one year behind on contributions following two reminders, his or her membership may be revoked by order of the General Assembly. This revocation shall go into effect upon receipt of the notice of revocation. Reinstatement shall be contingent upon reapplication and repayment of the outstanding membership fees.
4. Members whose medical licenses or civil (voting) rights are legally revoked shall have their membership revoked as well.
5. Should a member damage the reputation of the Association, the General Assembly may put the revocation of his or her membership to a vote following a hearing. A quorum of at least seven voting members is required in order to hold such a vote; only members who are physically present may participate.
6. In all other cases, membership ends upon the death of the member.

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

1. The General Assembly.
2. The Executive Board.

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## § 7 General Assembly

1. The General Assembly is the highest-ranking decision-making body. In the General Assembly, each full member has one vote.
2. The General Assembly shall meet at least once a year. In particular, the General Assembly is responsible for the following matters:
  - Acceptance and approval of the Annual Report of the Executive Board
  - Setting of membership fees
  - Selection of auditors, approval of annual accounts
  - Discharge of the Executive Board
  - Revocation of memberships
  - Other matters provided for in these Articles of Association or by law

The President shall convene the General Assembly in writing, giving four weeks' notice and specifying the agenda. Written letters of invitation may be delivered via ordinary or registered post, or via telecommunications within the meaning of § 127 para. 2 BGB, i.e., especially via fax or e-mail. The signed invitation letter must be attached to the e-mail as a scan. The Executive Board may select, at its own discretion, one of the above-mentioned communication formats through which to send the invitation. The notice period begins on the day after the letter of invitation is sent via post or telecommunication. The invitation shall be considered having been received by a member if it is addressed to the last-known postal address provided by the member in writing, or to the fax number / email address last known to the Association in the case of telecommunications. The agenda shall be set by the Executive Board. Any member may submit a written (in the aforementioned sense) request to the Executive Board for an addition to the agenda no later than two weeks before the General Assembly convenes; this does not apply, however, to amendments to the Articles of Association. Such additions shall be announced by the President no later than one week before the General Assembly convenes, or by the Vice President if the President is unable to do so. The General Assembly shall decide upon any agenda addition requests made after that deadline or during the General Assembly.

3. The General Assembly shall be chaired by the President, or by the Vice President or another member of the Board of Directors if the President is unable to attend. In the case of elections, General Assembly leadership shall be transferred to an election chairperson for the duration of the preliminary discussion and the voting process.
4. The type of vote to be taken shall be determined by the chairperson. The vote must be carried out in writing if one third of the voting members present at the time of the vote so request.
5. The General Assembly shall always have a quorum regardless of the number of members present.

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6. In principle, the General Assembly shall pass resolutions by a simple majority of eligible votes cast; however, a majority of three-quarters of eligible votes cast is required to amend the Articles of Association. Abstentions are always excluded. The following applies to elections:

If no candidate has reached an absolute majority of eligible votes cast in the first round, a run-off vote shall be held between the two candidates who have reached the highest number of votes. The person who received the most votes in the run-off vote is then elected; in the event of a tie, the election chairperson shall draw for the winner.

7. Resolutions adopted by the General Assembly shall be documented; the resulting minutes shall be signed by the chairperson and the secretary. The chairperson shall appoint the secretary. The minutes shall include the following information: the place and time of the Assembly, the names of the chairperson and the secretary, the number of members present, the agenda, the individual voting results and the type of voting done. In the case of amendments to the Articles of Association, the exact wording should be indicated.

### **§ 8 Extraordinary General Assemblies**

The Executive Board may convene an extraordinary General Assembly at any time. They must be convened if the interests of the Association require it, or if one third of all members submit written requests to the Board that one be convened, stating the purpose and reasons for the Extraordinary General Assembly.

### **§ 9 The Executive Board**

1. The Executive Board as defined in §26 BGB consists of the President, the Vice President, the Secretary, and the Treasurer.
2. The Association shall be jointly represented both in and out of court by two members of the Executive Board, one of whom must be either the President or the Vice President.
3. The Executive Board manages the current affairs of the Association and takes decisions on any matters that cannot be postponed. It also manages Association assets.

### **§ 10 Executive Board Membership Terms and Elections**

1. Members of the Executive Board shall serve the following terms:
  - a) For the President and the Vice President: two years from the date of election.
  - b) The Secretary and the Treasurer are elected for a period of three years.
2. Re-election is permitted. Upon expiration of this term, the Executive Board member in question shall remain in office until the next General Assembly. Each member of the Executive Board is to be elected individually. Only full Association members are eligible for election.
3. In the event that an Executive Board member leaves the Association prior to the conclusion of their term of office, the General Assembly shall determine a successor. The successor's term of office shall be restricted to the former member's remaining term of office. Until a decision regarding succession is taken, the other members of the Executive will handle the former member's responsibilities jointly on a temporary basis.

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## § 11 Executive Board Resolutions

1. The Executive Board generally takes its decisions at meetings of the Executive Board, which are convened by the President (or by the Vice President if the President is unable to do so). Irrespective of the number of members present, the Board shall always be deemed to have a quorum if at least the President or the Vice President and two other members of the Board are present.
2. The majority of eligible votes cast shall determine the resolution. In the event of a tie, the Chairperson of the Executive Board meeting shall have the deciding vote. The President or the Vice President shall chair meetings of the Executive Board.
3. Executive Board resolutions may be adopted in writing or by telephone if all members of the Executive Board express agreement to the resolution under consideration. Written minutes shall be prepared for any Executive Board meetings held telephonically.

## § 12 Financial Statements and Auditors

1. The Executive Board shall draw up annual financial statements for each financial year by no later than 30 September of the following year.
2. The General Assembly shall elect an auditor for a period of one year. Executive Board members are prohibited from serving as auditors. Re-election is permitted.
3. The auditor shall evaluate the Association's annual financial statements and verify the correctness and completeness of its accounts. He or she shall present the audit results at the subsequent General Assembly.

## § 13 Honour Code

The General Assembly may adopt an honour code. Once adopted, this honour code is binding for all Association members.

## § 14 Events

Professional gatherings may be held in various formats:

1. The annual conference shall take the form of a symposium or conference addressing various topics related to aesthetic-plastic surgery. German and international guests may be invited to participate or present. The annual conference is to be held in close connection with the time and location of the annual conference of the German Society of Plastic, Reconstructive, and Aesthetic Surgeons.
2. Additional professional and scientific events may also be held, particularly training courses. An annual Spring Academy shall be held to discuss special aesthetic-plastic surgery topics.
3. Professional events may also be organised jointly with international representative bodies.
4. The Executive Board shall take decisions on whether and when to hold these events.
5. Topic proposals can be submitted by the General Assembly; the Executive Board shall make final determinations.

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### **§ 15 Dissolution or Disbandment of the Association**

1. The Association may only be dissolved or disbanded by the General Assembly with a four-fifths majority of eligible votes cast. Unless the General Assembly decides otherwise, the President and the Vice President shall act as liquidators with joint authority.
2. Paragraph (1) shall apply mutatis mutandis in the event that the Association is dissolved for another reason or loses its legal capacity.

### **§ 16 Concluding Provisions**

1. Should any provision of these Articles of Association be or become invalid, or should the Articles of Association contain a loophole, the legal validity of the remaining provisions shall remain unaffected. In place of the invalid provision, a valid provision that comes closest to the members' original intentions while complying with applicable law shall be deemed agreed upon.
2. These Articles of Association replace those that were previously valid; they enter into force upon their entry into the Register of Associations.

The correctness and completeness of the Articles of Association according to § 71 paragraph 1 p. 4 BGB is assured.