



International Prevention
Organization



Bylaws
of the non-profit association
for health and prevention
“IPO International Prevention Organization e. V.”

Amended version from January 2010



Bylaws of the non-profit association for health and prevention

§ 1

Name, registered office, business year

- 1.1. The association shall carry the name
“IPO - International Prevention Organization e.V.”.

- 1.2. The national names are:

German:	“IPO – Internationale Prävention Organisation e. V.”
English:	“IPO – International Prevention Organization”
French:	„IPO – Organisation Internationale Prévention“
Hungarian:	“IPO – Nemzetközi Prevenciós Szervezet”

- 1.3. The association has its registered office in Fulda.

- 1.4. The business year of the association is the calendar year.

§ 2

Purpose, tasks, benefit to the public

2.1. The purpose of the association is the promotion of public health through an improvement of health conduct by the people and all other purposes supporting this goal which are directly or indirectly related to the topic of “promotion of health and prevention.”

2.2. Propagation of the meaning of the WHO-definition of:

1. Primary prevention

This area encompasses all measures and applications in order to stay healthy – without the existence of “risk factors,” such as e.g. high-blood pressure and the like.

Primary prevention contains a healthy lifestyle, but also e.g. vaccinations.

2. Secondary prevention

It entails the task of detecting risk factors and sicknesses at an early stage and commencing measures of treatment.

3. Tertiary prevention

This area aims at preventing an aggravation of already existing illnesses or at least to delay such. But the taking of healing measures and rehabilitation are also included.

2.3. The association exclusively and directly pursues non-profit purposes in the meaning of the section “tax-deductable purposes” of the fiscal code.

The purpose of the bylaws is achieved especially through the design and implementation of programs promoting the interdisciplinary research in the area of prevention as well as through organizational steps for grouping and channeling of activities in the area of prevention.

Specific goals are:

2.3.1 Improvement of information; development and disbursement of measures for the promotion of health

2.3.2 Development of new learning and communication programs related to relevant topics (e.g. smoking, drugs, malnutrition as well as health, sports and exercise, climate, environment, etc.)

2.3.3 Provision of discussion platforms for objectification and in-depth study

2.3.4 Coordination, implementation and synergy development of health-promoting measures on national and international levels

2.4. The association is operating on a non-profit level; it is predominately a non-profit organization.

2.5. Any association funds may only be used for purposes stipulated in the bylaws. The members shall not receive any remuneration from the funds of the association. No person shall be favored through payments which are alien to the purpose of the association or through disproportionately high allowances.

- 2.6. Upon discontinuation or closing of the association or in the event of the discontinuation of the purpose, the assets of the association shall be transferred to “*Deutsche Behindertenhilfe - Aktion Mensch e. V.*“ and shall be used directly and exclusively for non-profit purposes.
- 2.7. In order to comply with the purpose of the association some activities may be necessary to be assigned to contractors. In such cases the following procedure must be adhered to:
- 2.7.1 The description and the implementation of the service and the awarding of the pertinent contractor shall be decided exclusively by the board and shall be confirmed by such in form of a release.
- 2.7.2 The contractor shall be subject to an obligation to provide information, documentation, and to adhere to secrecy. A respective declaration must be in writing.
- 2.7.3 The board shall decide regarding a license fee for the handling of projects and use of the IPO brands which shall be invoiced to the pertinent contractor.
- 2.7.4 The board shall be entitled to immediately withdraw the authorization in case of non-compliance with the stipulations.

§ 3

Acquisition of IPO's membership and structures

3.1. Any natural and legal person shall be authorized to become a member of the association. The membership is divided into regular members and sponsoring members. Sponsoring members differ from regular members by proportionally sharing the costs arising in the framework of the association, such as administration, design development, etc.

3.2. The structure of “*IPO International Prevention Organization e. V.*” consists mainly of 3 subdivisions with the following tasks and interdependencies.

3.2.1. National and international multipliers

(regular members, if need be exempted from contributions)

The area-wide public relations work (e.g. AOK, Govi-Verlag) with diverse topics warrants – in the case of integration target-related and supporting topic processing (e.g. nonsmoking, drugs, nutrition, etc.) – a substantial increase of the communication circulation as basis for an increased topic discussion.

3.2.2. Scientific advisory board/advisory board for economics and the media

The subject-specific, high-grade competency in special areas through independent renowned figures from the economy and the public-health sector make it possible to equally and competently reach, and also if need be integrate, the respectively desired target groups.

3.2.3. Non-profit organization as structural partners

These are associations (e.g. *Deutscher Medical Wellness Verband*) and organizations which may be used subject-specific as cooperation partners. These structural partners shall be exempted from contributions.

- 3.3. A requirement for the acquisition of a membership is a written application which shall be directed to the board. In the case of limited sui-juris persons, especially minors, the application must also be signed by the legal guardian. Latter shall agree to pay the membership fees for the limited sui-juris person.
- 3.4. The board shall decide on the application at its own discretion. In case of non-acceptance it is not obligated to provide any explanation to the applicant.
- 3.5. In case of a competition conflict, existing members shall have a right to a veto. This decision shall be discussed with the board.
- 3.6. Furthermore, it is aimed to establish a cooperation between the association and non-members who dispose over a specific know how so that a cooperation would efficiently further the goals of the association.
- 3.7. Upon recommendation by the board the membership meeting shall be authorized to appoint honorary members for life.

§ 4

Membership termination

- 4.1. The membership shall end through death, exclusion, deletion from the membership list or withdrawal from the association.
- 4.2. The withdrawal shall take place in form of a written statement before the board. In the case of sui-juris persons, especially minors, the withdrawal statement must also be signed by the legal guardian.
The withdrawal can only be declared to the end of a business year in form of a registered letter, whereby a termination period of two months must be adhered.
- 4.3. In the event that a member willfully or negligently infringes on the interests of the association, he may be expelled from the association upon resolution by the board. Prior to the drafting of the resolution the board must grant the member an opportunity for an oral or written statement. The resolution must be explained in writing and sent to the member.

§ 5

Membership fees

- 5.1. IPO collects annual fees from its members.
- 5.2. The amount and due date of the annual fees shall be set by the board and the board of trustees.

5.3. As of January 1st, 2001, all new members shall pay a one-time fee of EUR 12,500.00 in order to fulfill all ideal goals of the association.

The use of funds pertains to:

- Safeguarding the implementation of the ideal tasks and goals of IPO – in accordance with the bylaws
- Warranting IPO's ability to perform actions and be independent from state funds and state petitions as well as inclusion of social institutions such as "state health offices, self-help groups, etc."
- Avoidance of costs for the area-wide cooperation partners "health ministries" in form of subsidies.

5.4. Honorary members shall be exempted from the duty to pay membership fees.

5.5. Under certain cases the board shall be at liberty to either fully or partially waive or defer membership fees and contributions.

5.6. The association shall actively strive to collect donations.

§ 6

Association organs

Association organs are the board, the board of trustees, the advisory board, the membership meeting and the committee "IPO Europe."

§ 7

The board – board of trustees – advisory board – IPO-representative

- 7.1. The board of the association in the meaning of Section § 26 German Civil Code (BGB) consists of the
- a) Chairman of the board
 - b) Deputy chairman/accountant
 - c) Managing board member/head of office

The association shall be represented by two board members.

7.1.1 The position of the recording clerk shall be assumed by the deputy of the board – in personal union. Additional board members may be proposed by the board of trustees of the membership meeting and elected by the membership meeting.

7.1.2 The board shall appoint the board of trustees. The board of trustees shall function as an “extended board” and shall advise the board in all strategic and scientific questions.
The board of trustees shall also be appointed for a period of 3 years – pursuant to the term of the board.

7.1.3 The board of trustees shall consist of six members. They shall be appointed respectively for the following main areas:

- a) Health spa and bathing businesses
- b) Sports medicine
- c) Hospital management
- d) Medicine journalism
- e) Environment and health
- f) Health politics

7.1.4 The board and the board of trustees shall appoint the “scientific advisory board” as well as the “advisory board for economics and the media.”

The appointment of the advisory boards is indefinite and may be recalled for important reasons on both sides.

The advisory board is divided into 2 structures and consists of personages from the public-health sector on an honorary basis, health organizations, and political structures.

- a) The “scientific advisory board” establishes scientific competence focus-points with respective main competences within the framework of consultation.
- b) The “advisory board for economics and the media” establishes economic competence focus-points and shall be carried out by personages from the economy and the media with the respective main competence within the framework of consultation.

7.1.5 The board and the board of trustees shall appoint IPO representatives as representatives in the national and – country specific – international area.

These personages from the public sector shall represent IPO’s main topics within the area of prevention:

- a) Sports, exercise and health
- b) Nutrition, foodstuff, and health
- c) Relaxation, coping with stress and health
- d) Culture, education, and health
- d) Climate, environment, and health

The IPO-representatives shall operate for an indefinite period of time – the appointment can be revoked by both parties.

§ 8

Competency of the board

- 8.1. The board is responsible for all matters of the association, unless the bylaws have transferred such to another organ of the association. It is especially responsible for the following tasks:
 - 8.1.1 Preparation and convocation of the membership meeting as well as compilation of the agenda
 - 8.1.2 Execution of resolutions of the membership meeting and the advisory board
 - 8.1.3 Compilation of the budget, bookkeeping, compilation of the annual report
 - 8.1.4 Adoption of the resolution regarding the acceptance, cancellation and expulsion of members
 - 8.1.5 Designation of the annual fees with the advisory board
- 8.2. The extended board (advisory board) shall advise the board in all matters of special importance.

§ 9

Election and term of the board

- 9.1. The board shall be elected in the membership meeting for a term of three calendar years. However, it shall remain in office until the new election of the board. Every board member shall be elected individually.
- 9.2. In the event that a board member shall leave prematurely, then the board shall be entitled to elect a successor for the remaining term of the leaving member.

§ 10

Meetings and board resolutions

- 10.1. The board shall resolve in meetings which shall be convened by the chairman – in his absence by the deputy. A convocation period of two weeks must be adhered.
- 10.2. The board is competent if at least two of its members are in attendance. Resolutions shall be made with a majority of cast votes; in case of equality of votes the vote of the chairman shall decide, in case of absence the one of the deputy.
- 10.3. The board is at liberty to resolve in a written procedure if all board members shall agree to a resolution in a written procedure.

§ 11

Competence of the extended board/board of trustees

- 11.1. The extended board shall have the task to advise the board in important matters pertaining to the association.
- 11.2. Furthermore it is responsible for the following tasks:
 - 11.2.1 Approval for the budget for the business year
 - 11.2.2 Suggestions for the board election
 - 11.2.3 Allocation of the annual fees with the board

§ 12

Structure and competence of the IPO Europe committee

- 12.1. Structure of the “IPO Europe” committee
 - 12.1.1 Occupation by board members of “IPO Germany”,
”IPO Hungary”, additional IPO countries
 - 12.1.2 Chairmen of the scientific advisory boards of the above countries
 - 12.1.3 Chairmen of the economic advisory boards of the above countries
- 12.2. Competence of the “IPO Europe” committee
 - 12.2.1 Definition of strategic goals on an EU-level
 - 12.2.2 Discussion of strategies and projects on an EU-level
 - 12.2.3 Preparation of cross-national projects
 - 12.2.4 Definition of suitable cooperation partners

§ 13

Membership meeting

- 13.1. Every member shall have a vote in the membership meeting.
Such is not assignable, but must be cast in person.
- 13.2. The membership meeting is responsible for the following matters:
 - 13.2.1 Acceptance of the annual report of the board;
discharge of the board
 - 13.2.2 Election and dismissal of board members
 - 13.2.3 Resolution regarding the amendment of the bylaws and about the
discontinuation of the association
 - 13.2.4 Appointment of honorary members.

§ 14

Convocation of the membership meeting

- 14.1. The ordinary membership meeting shall take place at least once a year. It shall be convened in writing by the board with adherence to a deadline of two weeks thereby indicating the agenda. The deadline shall begin on the next day that the registered letter of invitation was sent.

The letter of invitation shall be deemed as received by the member if it was sent to the last member address given to the association in writing. The agenda shall be compiled by the board.

- 14.2. Every member shall be entitled to request an amendment to the agenda by no later than one week prior to the membership meeting.

The chairman of the meeting shall announce the amendment at the beginning of the membership meeting.

The meeting shall resolve regarding any amendment petitions to the agenda which were requested during the membership meetings.

§ 15

Extraordinary membership meeting

An extraordinary membership meeting shall be convened by the board if the interests of the association require it or ten percent of the members request such in writing indicating the purpose and the reasons hereto.

§ 16

Adoption of a resolution of the membership meeting

- 16.1. The membership meeting shall be presided by the chairman, in his absence by the managing deputy. In the event that both are not present then the meeting shall decide on its chairman.

During elections the chairman is at liberty to elect an election committee for the duration of the election and the foregoing discussions.

- 16.2. The chairman shall decide on the form of voting.
The voting must be in writing if a third of the members in attendance entitled to vote do so request.
- 16.3. The membership meeting is competent if at least 9% of all association members are in attendance, however at least 7 persons. In the event of non-competency the board shall be obligated to convene a second membership meeting with the same agenda within four weeks; such shall then be deemed competent without regard to the number of members present. Such shall be noted in the invitation.
- 16.4. In general, the membership meeting shall adopt resolutions in single majority of the cast votes. Abstentions from voting shall be deemed as invalid votes. However in order to amend the bylaws a majority of $\frac{3}{4}$ of the cast valid votes shall be deemed necessary. The written approval of the membership meeting by members not in attendance may only be declared before the board within one month.
- 16.5. During elections, those who receive more than half of the valid votes shall be deemed as elected. If no one has received more than half of the cast votes then a runoff between both candidates who received the majority of votes shall take place. The one who has received the majority of votes shall be deemed as elected. In case of an equality of votes then the ballot of the board shall decide.

16.6. The resolutions of the membership meeting shall be recorded which shall be signed by the respective recording clerk. The respective recording clerk shall be appointed by the chairman.

§ 17

Discontinuation of the association

- 17.1. The discontinuation of the association shall be resolved only in a membership meeting with a majority of three quarters of the cast valid ballots.
- 17.2. If the membership meeting does not resolve otherwise, the chairman and the deputy chairman shall jointly be authorized liquidators.
- 17.3. The assets existing after the termination of the liquidation shall be transferred to “Deutsche Behindertenhilfe - Aktion Mensch e.V.” (§ 2.6).
- 17.4. The above provisions shall apply respectively if the association shall be discontinued for another reason or if it loses its legal validity.

§ 18

Transitional regulation

In the event that the registration court objects to the bylaws, then the board shall be entitled to amend the bylaws in order to remove the objection.

Fulda, pursuant to a resolution of the membership meeting (resolution by circulation procedure)



The correctness of the above bylaws is certified by the signatures of:

Date/signature

Prof. Dr. Dr. Karlheinz Schmidt

Chairman

Date/signature

Eitel J. Vida

Management Board