Articles of Association
of the
European Society for Fish Models in Biology and Medicine

§ 1
The “EUROPEAN SOCIETY FOR FISH MODELS IN BIOLOGY AND MEDICINE” (EUFishBioMed) association, whose registered office is in Eggenstein-Leopoldshafen, shall pursue exclusively and directly non-profit purposes within the meaning of the “tax-privileged purposes” section of tax law. The purpose of the Association shall be the furtherance of science and research. The purpose under the Articles of Association shall be achieved especially by organizing scientific events.

§ 2
The Association shall be charitable and not for profit.

§ 3
Funds of the Association may be spent only for purposes laid down in the Articles of Association. Members shall not receive reimbursement for their work in the charity.

§ 4
No person may benefit from expenditures alien to the purposes of the Association, or from disproportionately high remunerations.

§ 5
In case of dissolution or liquidation of the Association, or discontinuation of its tax-privileged status, the Association’s assets shall fall to a non-profit organization to be spent directly and solely for the promotion of science and research.
§ 6
In case of liquidation or dissolution of the Association, or discontinuation of its tax-privileged status, the members shall neither be refunded any membership dues paid, nor shall they be entitled to claiming the Association’s assets. This shall also apply to members resigning.

§ 7
1. Natural persons can apply for membership in writing to the Executive Committee. The application by natural persons must include the full name, address, and profession.
2. Legal entities can apply for membership in writing to the Executive Committee. Applications by legal entities must include the full name, address, and a contact person responsible.
3. No reasons need be given for denying membership within the meaning of paras. 1 and 2 above.
4. Membership shall start on the first day of the month following approval of the application by the Executive Board.
5. Each member, whether natural person or legal entity, shall have one vote.

§ 8
1. Membership shall be terminated
   - when the legal entity ceases to exist, for instance if it is deleted from the commercial register or the register of associations, or an individual member has passed away,
   - upon resignation,
   - upon expulsion from the Association.
2. Resignation shall be declared to the Association in writing. It shall only be permitted at the end of a quarter of the calendar year with a period of notice of two months. The right to terminate for important reasons at any time shall remain unaffected. An important reason would be, in particular, an increase in membership dues.
3. A member can only be barred from membership for important reasons. An important reason shall exist if continued membership becomes unreasonable for the Association or its members, for instance, in cases of a gross breach of obligations towards the Association and its members, gross violation of the internal peace of the Association, and other interests of the Association. The Executive Committee shall decide on the expulsion. An appeal by the member to the General Assembly of members shall be allowed if it is applied for in writing to the Executive Committee within one month before the General Assembly holds a meeting. The appeal must be placed on the agenda of the next General Assembly.

§ 9

1. Membership dues shall be raised.
2. The amount of the membership dues shall be determined by the General Assembly.
3. The General Assembly shall also decide on the due date and method of payment of membership dues.

§ 10

The Association’s organs shall be
1. the General Assembly,
2. the Executive Committee,
3. the auditors.

§ 11

The General Assembly shall be responsible for defining the guidelines of the work of the Association. It shall be responsible for all matters of the Association as far as these have not expressly been assigned in these Articles of Association to any of its other organs, and for the following matters in particular:
1. Approval of the budget for the next fiscal year as prepared by the Executive Committee.
2. Accepting the annual report by the Executive Committee and the auditors’ report as well as any other financial end of year statement that may have been prepared.
3. Discharging the Executive Committee.
4. Changing the Articles of Association and dissolving the Association.
5. Issuing instructions to the Executive Committee, assigning duties, and determining binding guidelines in its management regulations.
6. Electing the Executive Committee.
7. Deciding on membership dues.
8. Deciding on amendments to the statutes.

§ 12
1. Each member shall have one vote at the General Assembly.
2. The meeting place shall be the registered office of the Association, provided that the General Assembly does not determine otherwise. The Executive Committee shall determine the place of the meeting.
3. The General Assembly shall elect a chairman and a recording secretary from among the attendees.
4. The chairman of the meeting shall determine the method of voting and election, provided that the General Assembly does not decide otherwise.
5. The General Assembly shall not be open to the public.
6. The General Assembly shall constitute a quorum irrespective of the number of members in attendance, unless the Articles of Association determine otherwise.
7. The General Assembly takes decisions and votes with a simple majority of the valid votes cast unless a higher majority has been stipulated in the Articles of Association or prescribed by law. Abstentions shall not be counted in the results of the vote. In case of a tie, a proposal shall be considered rejected. Should, due to a tied vote, more candidates be elected to an office than there are offices available, e.g. Executive Committee members, run-off elections between the candidates elected with a tied vote shall be held immediately. In such elections, the candidates receiving the largest number of votes shall win. These rules shall
apply also to secret or written ballots and elections. A three-quarter majority of the valid votes cast shall be required for amendments to the Articles of Association, amendments to the purposes of the Association, or liquidation of the Association.

8. Resolutions must be recorded in the minutes. The minutes must be signed by the chairman of the meeting and by the recording secretary.

§ 13

1. The General Assembly shall be called once a year.

2. General assemblies shall be called by the Executive Committee in writing, by fax or e-mail specifying the agenda and observing a notification period of four weeks. The notification period shall begin the day after the invitations were sent out. The last day of the notification period can be the day of the General Meeting. The invitation shall be considered to have been received by the member if it was sent to the address supplied to the Association in writing by the member or delivered to the proxy named most recently. Members shall be obliged to keep their contact information up to date. The Executive Committee shall determine the order of business unless the Articles of Association have stipulated otherwise, e.g. in the paragraphs below.

3. The Executive Committee shall be required to call a General Assembly if 25% of the members request such a meeting on important grounds, specifying the agenda. Should the Executive Committee not call the meeting within eight weeks, the applicants shall be authorized to call the meeting. At such a General Assembly, the items placed on the agenda by the applicants shall be dealt with first.

4. The General Assembly shall be free to decide to extend the agenda of the said meeting at the request of members of the Association; however, such additional issues may be discussed but not resolved.

5. Every member shall be permitted to submit requests for items to be placed on the agenda. Such requests must be received by the Executive Committee before the meeting is called, and shall be included in the agenda for the next General Assembly by the Executive Committee.
6. Should members who are entitled to vote not be effectively invited to the meeting, resolutions and votes shall nevertheless be valid if the members who have not been effectively invited or not invited in due time are in attendance and do not raise objections to the insufficiency of the invitation.

§ 14

1. The Executive Committee shall have five members. The Executive Committee shall consist of the chairperson, the vice-chairperson, the recording secretary, and two other board members. The Committee members shall be elected by the General Assembly for a term of two years beginning on the day of the election. The election shall be valid by simple majority.

2. The members of the Executive Committee shall remain in office until a successor has been named.

3. The Association shall be represented both judicially and extra-judicially by the Executive Committee, where the Association shall at all times be represented collectively by two members of the Executive Committee judicially and extra-judicially.

4. In addition, the Executive Committee shall be exclusively responsible for
   (1) Carrying out the General Assembly’s resolutions.
   (2) Management duties, for which it shall be independently responsible and which shall comprise all current business requiring permanent monitoring or which cannot be deferred. The management guidelines and directives decided upon by the General Assembly shall be binding in this regard.
   (3) Any other business assigned to it without restriction within the framework of these Articles of Association and the mandatory and unrestricted statutory duties.
   (4) The Executive Committee shall write its own rules of procedure. Executive Committee meetings may also be held by phone or video conference.
   (5) The Executive Committee shall determine from among its members a spokesperson for a period of 24 months.
   (6) The tax authorities responsible for the Association shall be informed of any amendments to the Articles of Association before the announcement thereof.
(7) The fiscal year shall be the calendar year unless the Executive Committee decides otherwise.

§ 15

1. Auditors shall be elected by the General Assembly for a two-year term of office. The General Assembly shall determine the number of auditors. Auditors who retire early shall be replaced by means of an election by the General Assembly. They may not be members of the Executive Committee.

2. The auditors shall review the appropriate use of Association funds. The Executive Committee shall be required to grant the auditors access to all of the Association's commercial documents. The auditors shall report to the General Assembly about the results of the audit.

§ 16

1. Should any provision in these Articles of Association be invalid, the remaining provisions nevertheless shall remain effective.

2. Amendments to the Articles of Association, which are required for registration in the register of associations, to obtain and maintain the status of non-profit organization, or for other statutory reasons, can be decided by simple majority by the Executive Committee.

3. Furthermore, the statutory regulations shall apply to the Association.

§ 17

The Association shall be entered in the register of associations.

The day of the establishment of the Articles of Association shall be 19 July 2012.

Karlsruhe, 19 July 2012
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