

Articles of Association "Quality in Health Prevention" (QuHep)

Determined at the occasion of the inaugural meeting on 11 May 2016 in Wiesbaden and to be added to the Register of Associations.

Articles of Association:

§ 1 Name, Seat, Financial Year

- (1) The registered association is called "Quality in Health Prevention" (QuHep). The following addition to its name is to be used: "Health Services based on Balneotherapy".
- (2) It is headquartered in Wiesbaden and is listed in the Register of Associations.
- (3) The financial year is the calendar year.

§ 2 Purpose and tasks of the association

- (1) The purpose of the association is to improve the *EuropeSpa med* quality criteria for national and international health services in outpatient prevention. This affects service, hygiene, safety and infrastructure of providers as well as the conformity of offers in this area.
- (2) The association achieves its objectives, inter alia, by:
 - a. The development and publication of the *EuropeSpa med* quality standards in national and international form.
 - b. The implementation of measures to promote the purpose mentioned in § 2 (2) a. notably trade events and publications.

§ 3 Use of funds of the association

The funds of the association may only be used for purposes compliant with the Articles of Association. In their capacity as members the members do not receive any benefits from the funds of the association. Upon leaving the association they do not have any rights to the assets of the association. No person may benefit from expenses that are not related to the purpose of the association, nor from inappropriately high remuneration.

§ 4 Membership

- (1) All natural and legal persons who support the purpose of the registered association can become members. They are organized in the following member groups:

- a. The European Spas Association and national spas associations
 - b. Health insurance companies and other social insurance agencies and their associations in Europe
 - c. Organisations arranging or publishing health care services and their associations in Europe
 - d. Providers certified by *EuropeSpa med* (legal entities)
 - e. Others (Universities, scientific institutes, institutions of public and civil law, certifiers according to § 11 (4), publishers, other associations, etc.)
 - f. The "Issuing Authority" according to § 11 (3)
 - g. Guest members (suppliers and consulting companies)
- (2) Membership is acquired by the decision of the Board. Members are assigned to one of the groups mentioned in § 4 (1).
- (3) Membership ends upon resignation, exclusion, death of the natural or dissolution of the legal person.
- (4) The resignation of a member is possible by a written notice addressed to the Board within a period of three months before the end of the financial year.
- (5) Members may be excluded by the decision of the Board after a fair hearing, if
- a. they act contrary to the purposes of the association and/or
 - b. they do not fulfil their obligations towards the association.

§ 5 Membership fees

The membership fees depend on the group the respective member is listed under § 4 (1). A distinction is made between an admission fee, an annual fee and special contributions, which may in total not exceed the annual fee. Further details are regulated in the membership fee regulations.

§ 6 Rights and obligations of members

- (1) Members have a right to receive advice and support by the bodies of the association in connection with the purposes and tasks of the association according to § 2. Moreover, they have a right to use the logo of the association, which is yet to be developed.
- (2) The members of the association are obliged to respect the regulations of these Articles of Association, to comply with the statutory resolutions passed and to pay the fees regulated in the membership fee regulations.

§ 7 Bodies of the association

The bodies of the association are:

- (1) General Assembly
- (2) Board

§ 8 General Assembly

- (1) The supreme body is the General Assembly. The assembly is headed by the chairman or another Board member.
- (2) The General Assembly establishes the guidelines for the work of the registered association and passes resolutions on issues of fundamental significance. The tasks of the General Assembly include in particular:
 - a. Election and deselection of the Board
 - b. Election of the cash auditor
 - c. Advice on the status and planning of the work
 - d. Approval of the business and investment plan submitted by the Board
 - e. Resolution on the annual financial statement
 - f. Acceptance of the annual report of the Board
 - g. Resolution on the discharge of the Board
 - h. Resolution on the membership fee regulations
 - i. Resolution on the adoption of new tasks or the withdrawal from tasks on the part of the registered association
 - j. Establishment of the *EuropeSpa med* quality standards
- (3) The chairman invites the General Assembly at least two weeks in advance in written or electronic form including the provisional agenda. The assembly meets as often as required, usually once a year.
- (4) An extraordinary General Assembly will be held if at least 35 % of all member request one, stating the reasons for the request. It has to take place not later than six weeks after the reception of the request.
- (5) Quorum
 - a. The General Assembly constitutes a quorum regardless of the number of members present; resolutions are passed by majority vote of the votes cast as long as there is no other form of majority required by the Articles of Association or by law. A resolution on the points mentioned in § 8 (2) always requires the approval of the "Issuing Authority" (§ 4 (1) f.).
 - b. A transcript of the decisions and the essential course of negotiations of the assembly is obligatory. It must be signed by the chairman of the meeting and the minute taker.
 - c. The voting right of a member can also be exercised through another member with a written authorisation. The transfer of more than one vote to a representative, however, is prohibited.
- (6) Resolutions can be passed in a circular procedure with a majority of half of the votes cast according to § 10. The Board provides the members with the text of the resolution in written or electronic form with the request to accept or reject the resolution in written or electronic form within 3 weeks after the distribution of the text. The counting of the votes has to be executed by at least two members of the Board. The counting of the votes must be minuted and a copy has to be sent to all members.

§ 9 Board

- (1) The Board consists of the chairman, the deputy chairman and the treasurer. They constitute the Board according to § 26 BGB (German Civil Code). The Board has the right to co-opt new members.
- (2) For a legally binding representation the joint signature by the chairman and another member of the Board is sufficient.
- (3) The term of office of the members of the Board is three years. They remain in office until the appointment of the new Board. The Board members work on an honorary basis.
- (4) Resolutions have to be minuted and signed by the chairman.

§ 10 Voting Rights

- (1) In order to obtain a balance between the individual groups within the General Assembly, the following distribution key is to be applied (number of votes):
- (2) Composition of the General Assembly:

a.	The European Spas Association and national spas associations	25
b.	Health insurance companies and other social insurance agencies and their associations in Europe	15
c.	Organisations arranging or publishing health care services and their associations in Europe	15
d.	Providers certified with <i>EuropeSpa med</i>	15
e.	Others (Universities, scientific institutes, institutions of public and civil law, certifiers according to § 11 (4), publishers, other associations, etc.)	15
f.	The “Issuing Authority” according to § 11 (3)	10
g.	Guest members (suppliers and consulting companies)	5

The voting behaviour of the member groups is determined by the members.

- (3) Providers certified with *EuropeSpa med* do not have any voting rights in the General Assembly regarding the *EuropeSpa med* quality standards.

§ 11 Certification process and “Issuing Authority”

- (1) The association itself does not carry out certifications.
- (2) Certifications can be carried out worldwide.

- (3) The certification process is coordinated by an organisation independent from the association. This organisation is the "Issuing Authority" according to the Articles of Association.
- (4) The task of the "Issuing Authority" is the management of all certification systems of the association. This involves in particular:
 - a. Selection of certification bodies and auditors
 - b. Publication of certified providers
 - c. Implementation of quality assurance measures
 - d. Implementation of training and advanced training
- (5) There may only be one "Issuing Authority"

§ 12 Amendments to the Articles of Association and dissolution

Amendments to the Articles of Association, resolutions on the dissolution of the association, modification of its activities or the purpose of the association require a three-quarters majority of the votes cast. At least 50 % of all members must be present.

Wiesbaden, 11 May, 2016