

STATUTES

European Association of the Surgical Suture Industry

Status as per 3 May 2023 (Rev. 8)

Contents

§ 1 Name, Purpose and Seat of the Association	2
§ 2 Acquisition of Membership	2
§ 3 Termination of Membership	3
§ 4 Rights and Obligations of the Members	3
§ 5 Bodies of the Association	4
§ 6 Tasks of the General Assembly	4
§ 7 Standing Orders of the General Assembly	4
§ 8 The Board	5
§ 9 Tasks of the Technical Committee	6
§ 10 The Executive Director	6
§ 11 Dissolution of the Association	7

STATUTES

European Association of the Surgical Suture Industry

§ 1 Name, Purpose and Seat of the Association

1. The „European Association of the Surgical Suture Industry“ (EASSI), hereafter referred to as „Association“, serves to represent and promote the common interests of the manufacturers and their corporately affiliated distributors (as described under [§ 2 \(2\)](#)) of sterile surgical sutures or surgical meshes in the member states of the European Union or EFTA countries save for a commercial business undertaking.
2. The registered seat (*Sitz*) of the Association is Berlin. All claims of the Association vis-à-vis its members shall be settled at the registered seat of the Association.
3. Business year is the calendar year.

§ 2 Acquisition of Membership

1. Companies may become members of the Association if they
 - a) are located and have at least one manufacturing site in a member state of the European Union or EFTA countries or, in case of having their manufacturing site outside the European Union or EFTA, have been a member of the Association for a minimum of five years,
 - b) manufacture sterile surgical sutures or surgical meshes made from materials that may also be utilised in the composition and manufacture of surgical sutures on an industrial scale under responsible direction and control of specialists who have this employment as their main occupation,
and
 - c) have rooms and equipment necessary to meet the obligations of due diligence for the manufacture and control of sterile surgical sutures or surgical meshes.
2. Companies located in a member state of the European Union or EFTA countries may, in addition, become members of the Association if they distribute sterile surgical sutures or surgical meshes of a member company, provided they are corporately affiliated and are subsidiaries of the same parent company or are an entity within the same group of companies.
3. Application for membership shall be made in writing to the Executive Director of the Association and must state the acceptance of the Statutes. The application shall be assessed and decided upon by the Board. The decision shall be communicated to the members.

§ 3 Termination of Membership

1. Membership with the Association shall terminate
 - a) upon resignation (*Austritt*),
 - b) upon exclusion (*Ausschluss*),
 - c) upon the opening of insolvency proceedings over the assets of the member company,
or
 - d) if the conditions for membership according to [§ 2 \(1\) and \(2\)](#) are no longer fulfilled.
2. Resignation is only permissible at the end of a business year. Notice of resignation shall be made in writing to the Executive Director at least six months prior to the end of the business year, i.e. by June 30th at the latest. In such notice, the resigning member shall state the reasons for its resignation.
3. A member may be excluded if the member does not meet the obligations arising from the statutes or if it commits an act which is likely to damage the reputation or the interests of the Association.

The Board shall decide on the exclusion of a member. The reasons for the exclusion must be assessed by the Board and communicated in writing to the member concerned, that may comment thereon within one month period.

The decision of the Board may be appealed to the General Assembly, which shall decide on the exclusion with a 2/3 majority.
4. The termination of membership does not release a member company from its obligations in arrears and does not entitle to the funds of the Association.

§ 4 Rights and Obligations of the Members

1. The members are entitled to advice and assistance by all bodies in any question arising from the purpose of the Association.
2. The members are obliged to comply with the terms of the Statutes, and with the decisions of the General Assembly, to assist the Association and its bodies in the fulfilment of their tasks, and to pay the contributions set by the General Assembly.
3. The amount of the contributions mentioned above shall be calculated in such way that the total amount is sufficient to cover the costs for the administration of the Association and for any other statutory obligations. The amount of the contributions shall be set by the General Assembly on an annual basis. The General Assembly shall decide whether an admission fee shall be charged.
4. The expenses of the Association shall be audited by a cash auditor (*Kassenprüfer*) which shall be elected from among the members of the General Assembly. The audit report shall be signed by the cash auditor and shall presented at the next General Assembly. If no cash auditor can be found among the members, the Board may assign the cash audit to an external company.

§ 5 Bodies of the Association

The Association consists of the following bodies:

- a) General Assembly,
- b) Board,
- c) Technical Committee,
- d) Executive Director.

§ 6 Tasks of the General Assembly

The General Assembly shall decide on all important questions connected with the purpose of the Association. In particular, it is responsible for

- a) the election of the Chairman and the other members of the Board,
- b) the decision on the composition and the chairman of the Technical Committee,
- c) the decision on the establishment of further committees and working groups
- d) the appointment of the auditor (*Rechnungsprüfer*),
- e) the appointment of the cash auditor (*Kassenprüfer*),
- f) the acceptance of the report of the cash auditor and the approval of the annual accounts,
- g) the discharge (*Entlastung*) of the Board and the Executive Director,
- h) the assessment of the budget and the contributions,
- i) the decision on publications of the Association,
- j) the amendment of the Statutes,
- k) the dissolution of the Association.

§ 7 Standing Orders of the General Assembly

1. The ordinary General Assembly shall be held once a year.
2. Extraordinary General Assemblies shall be held upon resolution of the Board or upon request of at least one quarter of the members.
3. A General Assembly may also be held without the physical presence of members or their representatives at the place of the assembly by virtual transmission of the meeting and exercise of members' rights by means of electronic communication (virtual General Assembly). The Board shall decide at its due discretion whether a General Assembly shall be held in the form of a physical or virtual meeting or a combination of both procedures and shall determine the details of the procedure.
4. The invitations to the General Assembly shall be issued by the Executive Director on behalf of the Board, stating the agenda. They shall be submitted by post or email at least 2 weeks in advance.

5. The General Assembly shall constitute a quorum if at least half of the members attend or are represented.
6. In the General Assembly, each member shall have one vote. The members can only be represented by their legal representatives, their authorized signatories or by employees authorized for the respective General Assembly. Any lack of power of representation may be asserted by another member in writing to the Board only up to two months after the minutes of the General Assembly have been sent. A member may be represented by another member on account of a written authority. A member may represent only one other member company, unless the latter is affiliated with him in a group and is a subsidiary of the same parent company or a part within the same group of companies; these may represent each other without restriction.
7. The elections according to [§ 6 letter a](#) shall be carried out by secret ballot, unless the General Assembly unanimously decides on another form of voting.
8. The General Assembly shall be chaired by the Chairman or, in his absence, by a member of the Board.
9. The resolutions of the General Assembly shall be taken as follows:
 - a) Amendments to the Statutes ([§ 6 letter j](#)) and the dissolution of the Association ([§ 6 letter k](#)) shall be decided on by the General Assembly by a majority of 3/4 of the votes cast.
 - b) The General Assembly decides on the exclusion of a member against the decision of the Board ([§ 3 \(3\)](#)) with a 2/3 majority of the votes cast.
 - c) The General Assembly decides on a publication of the association in accordance with [§ 8 \(7\) para. 2](#) with a 2/3 majority of the votes cast.
 - d) All other resolutions are passed by a simple majority of the votes cast in the General Assembly.

§ 8 The Board

1. The Board shall consist of a Chairman and two Vice-Chairmen and shall have five members at most. The Board within the meaning of § 26 German Civil Code (Vorstand im Sinne des § 26 BGB) shall consist of the Chairman and the two Vice-Chairmen; each of them is entitled to act as sole representative of the Association judicially and extrajudicially. A retired Chairman may continue to attend the Board meetings for one further year as advisor.
2. The Chairman and then the other members of the Board shall be elected by the General Assembly for two years and may be re-elected two times. The current Chairman and the other members of the Board shall remain in office until their respective successor is elected. The function of the Board is honorary. The General Assembly shall elect the two Vice-Chairmen from among the Board members.

If the Chairman is unable to exercise his functions, he shall be replaced by the first Vice-Chairman, or, if the latter should be unable to do so, by the second Vice-Chairman until the next General Assembly.

3. The Board meetings shall be convened by the Executive Director on behalf of the Chairman. Board meetings may also be held without the physical presence of the Board members by virtual transmission and voting by means of electronic communication. With the consent of all members of the Board, voting within the Board may also be done by circulation in text form (such as by e-mail, letter or online tools) without a meeting.
4. The Board shall discuss all questions connected with the purpose of the Association. The Board's particular task is to prepare all decisions for approval by the General Assembly. It is responsible vis-à-vis the General Assembly for the execution of the resolutions passed by the latter.
5. The Board shall decide on the admission of new members according to [§ 2 \(3\)](#).
6. The Board is responsible for hiring, assigning tasks, and dismissing the Executive Director.
7. The Board may propose to the General Assembly the establishment of further working groups and committees in addition to the Technical Committee ([§ 9](#)). The Board shall assess and approve the work products of the working groups and committees. These shall report to the Board on the progress of their work. The Board shall submit the proposals and motions prepared by the working groups and committees, if applicable, accompanied by an own position statement or recommendation for action, to the General Assembly for a decision.

The Board may publish reports, opinions and decisions prepared by the Technical Committee, as well as other working groups and committees, after having obtained authorization by the General Assembly by a 2/3 majority of the votes or by written consultation with the member companies with the same voting result.

[§ 9 Tasks of the Technical Committee](#)

1. The Technical Committee shall discuss all technical questions arising in connection with the purpose of the Association with regard to surgical sutures or surgical meshes. It shall present its work program and the results of its discussions to the Board and the General Assembly.
2. The Technical Committee shall aim to reconcile all points of view in order to propose consensual decisions that allow for approval by the General Assembly.
3. The occupation in the Technical Committee is honorary.
4. Every member company may nominate one staff member for the Technical Committee for the decision of the General Assembly according to [§ 6 letter b](#).
5. The Chairman of the Technical Committee shall be elected by the members of the Technical Committee by majority decision. The regulations in [§ 8 \(2\)](#) on election period and re-election of the Board shall apply accordingly. The General Assembly shall confirm the elected Chairman or may appoint another member as Chairman of the Technical Committee.

[§ 10 The Executive Director](#)

1. The Executive Director shall conduct the business of the Association impartially in accordance with the instructions of the Board. He and his staff are obliged to uphold confidentiality regarding any business or trade secrets of member companies which have come to their knowledge.

2. The Executive Director shall take minutes of the meetings of the General Assembly and the Board, in which the results of votes or other resolutions shall be recorded.

The minutes shall be signed by either the Chairman of the Board or his representative who had chaired the respective meeting, and the Executive Director. The minutes of meetings of the General Assembly shall thereafter be submitted to the member companies for approval.

3. The Board may assign the day-to-day business of the Association to one or more General Secretaries instead of the Executive Director.

§ 11 Dissolution of the Association

In the event of the dissolution of the Association, the General Assembly shall decide by simple majority on the type of liquidation and the realisation of the remaining assets.

Heiko Riedel
Chairman