

**Bylaws  
of the  
Deutsche Gesellschaft  
für  
Zahnärztliche Implantologie e.V.  
DGZI  
(October 17, 1992)**

**and**

**FINANCIAL RULES  
(April 25, 1997)**

**BYLAWS  
of the Deutsche Gesellschaft für  
Zahnärztliche Implantologie e.V.**

§ 1

Name, registered offices, business year

- (I) The name of the Association is "Deutsche Gesellschaft für zahnärztliche Implantologie e.V."
- (II) The Association's registered offices are located in Lahr and it is registered in the Register of Associations at the Lahr Local Court under number VR-734.
- (III) The business year of the Association is the calendar year.

§ 2

Purpose of the Association

- (I) The Association pursues non-profit aims exclusively and directly in the meaning of the section "Aims subject to tax breaks" in the German Fiscal Code. The purpose of the Association is to promote science and research in the area of dental implantology and to promote the public health system in the area of dentistry.  
The purpose set out in the Bylaws shall in particular be achieved through
  - direct and indirect research activities by establishing its own research objectives and assigning research tasks
  - executing scientific events
  - informing the public by means of publications, etc. in the media on implantology as a new, advanced dental therapy
  - further development of implantological therapy measures
  - issue and dissemination of a journal with scientific articles on implantology.
- (II) The Association can acquire corporative membership in other corporations, including foreign ones, subject to the prior approval by the Members' Assembly.

§ 3

Non-profit associations

- (I) The Association pursues non-profit aims exclusively and directly in the meaning of the German Fiscal Code. It acts selflessly; it does not primarily pursue economic aims for its own benefit.
- (II) Financial resources may be used for purposes conforming to the Bylaws. No person may benefit unduly from expenditures which are alien to the purpose of the Association or from unreasonably great remuneration.

§ 4

Assets of the Association

- (I) The members shall have no share in the assets of the Association. If the Association is dissolved or terminated or it loses its original purpose, the

assets of the Association shall accrue to the German Red Cross, which in turn shall use such assets directly and exclusively for non-profit, charitable or church-related purposes.

If the vehicle subject to tax benefits named in the foregoing no longer exists at the point in time when such assets are transferred or it no longer be guaranteed that such assets will be used exclusively for non-profit, charitable or church-related purposes, such assets shall accrue to another corporation under public law or another corporation subject to tax breaks for the purpose of promoting science and research. The use of the assets shall in such case be subject to the approval of the tax authorities.

## § 5

### Becoming a member

- (I) Any natural and legal person of German or foreign nationality may become a member of the Association. Corporative membership shall also be possible in exceptional cases.
- (II) A written application for membership must be submitted to the Board to become a member.
- (III) The Board shall decide on applications for membership as it duly sees fit. An appeal can be lodged against a decision issued against membership at the next regular Members' Assembly.
- (IV) Persons who have served the Association in an extraordinary manner may be awarded honorary membership or honorable presidency. The Members' Assembly shall decide on proposals submitted by the Board and/or individual members by simple majority.

## § 3

### Termination of membership

- (I) Membership shall terminate as a result of death, exclusion, cancellation of membership or leaving the Association.
- (II) Members shall leave the Association by issuing a written declaration to the Board. Such may only be declared effective at the end of a business year subject to a 3-month period of notice.
- (III) Regular members may only be excluded from the Association for an important reason, for example in the case of repeated culpable violation of the Bylaws or the interests of the Association and decisions and directives of the institutions of the Association. No admonishments are required.
- (IV) The Board shall decide on the exclusion of members. Prior to its rendering a decision, the Full Board must be heard. The person involved must be granted a hearing after the procedure has been initiated but prior to the framing of the resolution. The reason for the decision must be stated in writing and sent to the member by means of registered letter.
- (V) Persons excluded from the Association may appeal such decision at the next regular Members' Assembly. There shall be no claim to the convening of a special Members' Assembly. Such appeal shall be filed with the Board within

one month after notification of the decision has been received.

The member's rights shall lapse until the Members' Assembly issues its decision.

- (VI) Honorable membership or the honorable presidency may be removed for an important reason by a decision of the Board. The Full Board must be heard to aid in this decision (§ 14). The decision must be unanimous. The provisions pertaining to the exclusion of regular members (§ 6, IV, V) shall apply accordingly. § 15, IV, § 7, III shall apply accordingly.
- (VII) It shall not be allowed for the member affected to reject decisions by the members of the Board in an exclusion procedure or in a procedure carried out in accordance with § 6, VI (removal of honorary membership or honorary presidency). This shall not affect § 34 of the German Civil Code.
- (VIII) A member may be removed from the list of members by means of a resolution of the Board passed by simple majority if such member is in arrears on the payment of membership dues or levied dues in spite of being admonished pursuant hereto twice. Such removal may only be resolved when two months have passed since the second admonishment was sent and removal was threatened in the admonishment. The member shall be notified as to the resolution of the Board.

#### § 7

##### Members dues

- (I) The Association shall receive dues from its members to pay its expenses. The Members' Assembly may issue resolutions to levy dues in special cases.
- (II) The amount and due date of dues and levied dues shall be determined by the Members' Assembly.
- (III) If declaration of membership is submitted after June 30 of a calendar year – the date on the declaration of membership on the membership application shall be taken – only half of the annual membership dues must be paid.
- (IV) The Board may issue or cancel dues and levied dues in whole or in part in appropriate cases.

#### § 8

##### Institutions of the Association

The institutions of the Association are the Board, the Full Board and the Members' Assembly.

#### § 9

##### Board

- (I) The Board of the Association in the meaning of § 26 of the German Civil Code consists of the President, the Senior Vice President, the Junior Vice President, the Director of Continuing Training and the Director of Organization. Members of the Board may also be practicing dentists with their own businesses.

- (II) The Association shall be represented before and outside of court by the President or Senior Vice President – each acting alone – or the Junior Vice President acting together with the Director in charge of Continuing Training and/or the Director for Organization.
- (III) Members of another national or international company or academy in the area of dental implantology may also be members of the Board of the DGZI.

## § 10

### Competence of the Board

The management of the Association shall be the charge of the Board. The Board shall be responsible for all matters which are not assigned to another institution of the Association on the basis of the Bylaws. In particular the Board shall have the following tasks:

1. Preparing and convening the Members' Assembly and setting the agenda.
2. Carrying out the resolutions of the Members' Assembly.
3. Preparing the budget, performing the accounting and issuing the annual report.
4. Passing resolutions to take taking on new members in accordance with § 5 III.
5. Passing resolutions to exclude members in accordance with § 6 IV and removing recognition of honorable membership and honorable presidency from persons in accordance with § 6 VI.

## § 11

### Election and term of office of the Board

- (I) The Board shall be elected by the Members' Assembly for a period of 3 years. The Board shall remain in office, however, until new elections to the Board take place. Each member of the Board shall be individually elected. Only members of the Association may be members of the Board.

The office of member of the Board shall terminate when membership in the Association terminates.

- (II) If a member of the Board vacates such position prematurely, the next regular Members' Assembly shall elect a new member of the Board to replace him or her. The Board may provisionally appoint another member of the Board, however, until such point in time. If all the members of the Board leave office during a term of office, the associate members of the Board as set out in § 26 of the German Civil Code and who are entitled to represent the Association shall serve such position until new elections take place at the next regular meeting of the Members' Assembly.

Removal of one or all the members of the Board from office may only be resolved by the Members' Assembly. In urgent cases, however, the Board may provisionally resolve to remove a member of the Board from office.

- (III) This resolution must be passed unanimously. The member of the Board affected may not vote.

## § 12

### Meetings and resolutions of the Board

- (I) The Board shall issue resolutions in meetings which are called by the President, and if the President is impeded by the Senior Vice President or the Junior Vice President.

The agenda shall be announced. A meeting must be called one week before it is held.

- (II) The President shall chair the meetings of the Board; in the event that the President is impeded or in the event of any other unexpected cases, the Senior Vice President shall perform this function; in the event that the President and the Senior Vice President are impeded, the Junior Vice President shall perform this function.

- (III) The Board may pass resolutions in writing or by telephone if all the members of the Board agree to the subject of the resolution. Resolutions passed by telephone must be confirmed in writing to be effective.

- (IV) The minutes of the meeting of the Board shall be sent to the respective members of the Board within 3 weeks' time.

#### § 13 Full Board

- (I) The Full Board shall consist of the members of the Board and three associate members. The associate members shall be elected by the Members' Assembly like the members of the Board.

#### § 14 Domain of the Full Board

- (I) The Full Board shall have the task of consulting with the Board on important matters of concern to the Association, e.g.:

- appointment of honorable members
- removal of recognition of honorable membership and honorable presidency
- provisional removal of members of the Board from office
- elimination of members from the list of members (§ 6, VIII)

In urgent cases, however, the Board may provisionally resolve to remove a member of the Board from office.

- (II) The Board may resolve by simple majority to grant the associate members voting rights in individual cases.

- (III) This resolution must be passed unanimously. The member of the Board affected shall not be able to vote on such resolution.

#### § 15 Members' Assembly

- (I) Each member shall have a vote at the Members' Assembly.

- (II) It shall not be allowed to transfer a vote to or issue another member proxy rights.
- (III) The regular Members' Assembly shall be responsible *inter alia* for the following affairs:
- resolutions relating to the agenda
  - approval of the budget issued by the Board for the next business year
  - accepting the annual report of the Board
  - approval of the Board and the Full Board
  - setting membership dues and levy of dues
  - election and removal of members of the Board and the Full Board
  - election of the auditor
  - resolutions pertaining to appeals against rejections of an application for membership and appeals against the exclusion of a member from the Association
  - resolution to amend the Bylaws and the dissolution of the Association
  - removal of recognition of honorable membership or honorable presidency (3/4 majority of members present)
- (IV) The Members' Assembly may remove recognition of honorable membership and honorable presidency by a 3/4 majority in response to a petition.

#### § 16

##### Convening the Members' Assembly

- (I) The regular Members' Assembly is to be convened by the President within the first half of the calendar year in each and every calendar year.
- (II) The regular Members' Assembly shall be convened by the President after the Board passes a resolution pursuant hereto by means of sending a written announcement and the agenda four calendar weeks prior to such meeting. The period shall commence on the day following the day that the invitation is sent out. The invitation shall be deemed to have been received by the leaders if it is addressed to the last address stated to the Association by the member. The place where the regular Members' Assembly is to take place shall be determined by the Board. In the event the President is impeded or in other urgent, unforeseen cases, the Members' Assembly shall be convened by the Senior Vice President and the Junior Vice President.
- (III) Each regular member may apply to the Board for an amendment to be made to the agenda no later than two weeks prior to the Members' Assembly. The amendment shall be announced prior to the beginning of the Members' Assembly. The Members' Assembly shall decide on petitions to amend the agenda which are filed at the Members' Assemblies.
- (IV) Petitions to the agenda shall be submitted to the President in writing no later than two weeks prior to the Members' Assembly.

#### § 17

##### Resolutions

- (I) The Members' Assembly shall be chaired by the President, and if the President is impeded or in other unforeseen urgent cases, by the Senior Vice President or the Junior Vice President. The Members' Assembly may appoint a person to chair the meeting.

- (II) The Members' Assembly shall decide in the capacity of an autonomous institution on the admission of urgent petitions. The Members' Assembly may also place an urgent petition at the top of the agenda.
- (III) The regular Members' Assembly shall be eligible to frame resolutions regardless of the number of members who are present.
- (IV) The Members' Assembly shall pass resolutions by simple majority if nothing to the contrary is provided for by law and in the statutes. A petition shall be deemed to have been defeated in the event of a tie vote. A  $\frac{3}{4}$  majority of valid votes cast are required to change the Bylaws. The same majority is required to dissolve the Association.
- (V) The purpose of the Association may only be changed by a resolution which receives the consent of all the members.
- (VI) Anyone receiving more than half of the valid votes cast shall be deemed to win elections. If nobody receives more than half of the valid votes cast, there shall be another ballot between the candidates who receive the most votes. The candidate who receives the most vote shall then be elected.
- (VII) Minutes shall be drafted of the resolutions of the Members' Assembly and shall be signed by the person chairing the meeting and the secretary recording the minutes. The secretary recording the minutes shall be appointed by the Board. The minutes shall be completed within a period of three weeks.
- (VIII) The resolutions which are passed shall be announced by the person chairing the meeting.

## § 18

### Extraordinary Members' Assembly

- (I) An extraordinary Members' Assembly shall be called if the interest of the Association warrant such – in such case a resolution by the Board shall be required – or if 1/10 of the regular members petition such in writing and state the purpose and the reasons for such. The rules pertaining to the convening of a regular Members' Assembly shall apply accordingly to an extraordinary Members' Assembly.

## § 19

### Partial invalidity clause

- (I) If one or more provisions of these Bylaws require entry in the register of associations of the Local Court to be effective, the Bylaws shall not be affected either in whole or in its individual provisions if one such provision is invalid or void.
- (II) In such case, the invalid or void provision shall be replaced by a lawful provision in the Bylaws which comes as close as possible to the intent of the invalid provision. The next regular Members' Assembly shall issue a resolution on the wording of such provision. In particular, the Board shall be authorized to issue resolutions stipulating minor or editorial changes in individual provisions if the recognition of non-profit status depends on such. A resolution shall also be passed on such changes at the next regular Members' Assembly.

These Bylaws were resolved at the regular Members' Assembly held in Baden-Baden on July 29, 1989.

The first change in Bylaws was resolved by an extraordinary Members' Assembly held in Wiesbaden on November 17, 1990.

The second change in the Bylaws was resolved by the Board in Wolfsburg on August 29, 1992. The Board was acting on behalf of the Members' Assembly, which unanimously directed the Board to change the Bylaws in Bocholt/Anholt on May 31, 1992. This second change in the Bylaws was confirmed once again at the exceptional Members' Assembly held in Weidenberg on October 17, 19

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Bernhard Hölscher, Vice President of the DGZI  
(Member of the Board Authorized as Sole Representative)