

ARTICLES OF ASSOCIATION

European Aero-Medical Institute (EURAMI) e.V.

Version as of: 1 November 2025

Article 1 – Name, Registered Office, and Financial Year

1. The association is registered under the name "**European Aero-Medical Institute (EURAMI) e.V.**" in the Register of Associations and is hereinafter referred to as "**the Association.**"
2. The Association's logo is displayed in the header of these Articles of Association.
3. The Association's registered office is located in Cologne, Germany, and it is registered with the Local Court (Amtsgericht) of Cologne.
4. The Association's financial and fiscal year corresponds to the calendar year.
5. The Association is established for an indefinite period.
6. German and English are the official languages for all communications issued by the Association.

Article 2 – Purpose and Objectives of the Association

1. The purpose of the Association is to define and promote high quality standards in medical transport, in particular—but not exclusively—in the field of aeromedical transport worldwide, with the aim of ensuring a high level of patient safety and quality of care during aeromedical transport.
2. In particular, the Association pursues the following objectives:
 - a. To promote research, education, training, continuing professional development, and accreditation in the fields of aeromedical transport and the provision of medical services.
 - b. To develop standards for medical transport, with particular emphasis on flight safety, medical care, and operational procedures.
 - c. To ensure that safe, ethical, and high-quality healthcare and transport practices become established as binding standards.
 - d. To recognize accreditation as an effective instrument for assessing and ensuring the quality of medical transport services and to initiate corresponding self-assessment programs.
 - e. To facilitate the exchange of experience, the transfer of knowledge, and the support of all those who share the Association's ideals and objectives.
 - f. To represent the interests of the industry and serve as an advocate on its behalf.
 - g. To advise companies, public authorities, institutions, and organizations in all areas of medical transport, as well as related fields consistent with the Association's purpose. The Association is committed to uniform standards and an internationally recognized, evidence-based level of care for all patients.
 - h. To collect, analyze, and publish member data to the extent necessary to achieve the Association's objectives and in compliance with applicable data protection laws.

- i. To uphold the principle of equal treatment for all persons in accordance with Article 3 of the German Basic Law (Grundgesetz).

Article 3 – Funding of the Association

1. The Association operates exclusively and directly for charitable purposes within the meaning of the Third Section of the German Fiscal Code (Abgabenordnung, Sections 51–68 AO).
2. The Association's financial resources may be used exclusively for the purposes set out in these Articles of Association (Article 2). Members of the Executive Board are entitled only to reimbursement of expenses and shall not derive any financial benefit from the Association's funds. Reasonable remuneration for services provided by members or third parties is permissible, provided that it has been agreed in writing in advance.
3. No individual or organization may receive payments from the Association's funds unless such payments serve the Association's purposes and are proportionate. Reimbursement of expenses shall be made in accordance with the German Federal Travel Expenses Act (Bundesreisekostengesetz), unless other statutory provisions apply.
4. Internal organizational matters shall be governed by the Association's **By-Laws (Rules of Procedure)**, which do not form part of these Articles of Association. The By-Laws shall be adopted by a simple majority of the EURAMI Executive Board.
5. The Association shall be financed in particular through:
 - a. Membership fees;
 - b. Fees for accreditation and reaccreditation processes;
 - c. Income generated from events, including lectures, workshops, conferences, continuing education, training programs, and consulting services.
6. All income and financial resources shall be used solely for the purposes set out in these Articles of Association. They shall serve the further development of the Association, the coverage of operating costs and remuneration, and the promotion of education, research, and public outreach in accordance with the Association's objectives.

Article 4 – Membership

1. All applications for membership are subject to the approval of the EURAMI Executive Board.

Membership is open to both natural persons and legal entities that support and promote the purpose and objectives of the Association.

2. Categories of Membership

a. Representative Member

Accredited organizations shall be represented by a designated **Representative Member**. The representative may be any natural person employed by or otherwise acting on behalf of the respective organization or accredited member. Representative Members are primarily expected to actively contribute to the Association, attend the General Assembly, and exercise their voting rights.

i. Accredited organizations are legal entities that have been accredited by EURAMI and hold a valid accreditation status.

ii. Accredited membership is valid for three (3) years, unless accreditation status is lost or an earlier reaccreditation becomes necessary due to changes within the organization.

iii. Only one (1) person may represent an accredited member.

- iv. For each accredited membership program, EURAMI must be informed of the name of the designated Representative Member.
- v. A Representative Member may not hold any other category of membership within the Association.
- vi. Representative Members shall be invited to attend meetings of the General Assembly.
- vii. They are entitled to one (1) vote.
- viii. They are eligible to stand as candidates for the Executive Board.

b. Ordinary Member

An **Ordinary Member** is a natural person who actively supports the mission and values of EURAMI. Ordinary Members are primarily expected to actively contribute to the Association, attend the General Assembly, and exercise their voting rights. Ordinary membership is valid for one (1) year.

Ordinary Members may not be affiliated in any way with any legal entity that is currently a member of the Association.

- i. They shall be invited to attend meetings of the General Assembly.
- ii. They are entitled to one (1) vote.
- iii. They are eligible to stand as candidates for the Executive Board.

c. Associate Member

An **Associate Member** is any natural person employed by an accredited member, a Corporate Member, or another organization that is already represented by one (1) voting member. Associate Members are primarily expected to actively contribute to the Association and attend meetings of the General Assembly. Associate membership is valid for one (1) year.

- i. Associate Members may not hold any other category of membership within the Association.
- ii. They shall be invited to attend meetings of the General Assembly.
- iii. They have no voting rights.
- iv. They are eligible to stand as candidates for the Executive Board.
- v. They may serve on committees and participate in the Association's activities.

d. Honorary Member

An **Honorary Member** is a person who has rendered outstanding service to the Association. Honorary Members are primarily expected to actively contribute to the Association and attend meetings of the General Assembly. Honorary membership is granted for an indefinite period unless expressly terminated.

Honorary Members may be appointed by resolution of the General Assembly.

- i. Honorary Members may not hold any other category of membership within the Association.
- ii. Honorary Members are exempt from payment of membership fees.
- iii. They shall be invited to attend meetings of the General Assembly.
- iv. They are entitled to one (1) vote.

e. Professional Member (*already approved by the General Assembly 2024*)

- No voting rights.
- Membership valid for one (1) year.

f. Corporate Member (Related Industries)

A **Corporate Member** is a legal entity that wishes to support the purpose and objectives of the Association. Corporate Members shall be represented by a designated Representative Member, who must be a natural person acting on behalf of the company.

Corporate Members are primarily expected to actively contribute to the Association, attend meetings of the General Assembly, and, where applicable, exercise their voting rights.

Corporate Members may not hold any other category of membership within the Association.

Corporate membership is valid for one (1) year.

- a. Only one (1) person may represent a Corporate Member.
- b. Each Corporate Member shall notify EURAMI of the name of its designated Representative Member.
- c. They shall be invited to attend meetings of the General Assembly.
- d. They have no voting rights.
- e. They are eligible to stand as candidates for the Executive Board.

3. Application for Membership

a. Applications for Corporate, Ordinary, and Associate Membership must comply with the provisions of these Articles of Association and shall be submitted to the EURAMI Executive Board for decision. The principal criterion for granting membership is the applicant's commitment and contribution to achieving the Association's objectives. The Board's decision shall be communicated in writing. No reasons are required to be given for a rejection.

b. Accredited Membership shall be granted automatically once the designated provider has successfully completed the accreditation or reaccreditation process. EURAMI-accredited organizations shall automatically be assigned the Representative Member designated by them, provided their accreditation remains valid.

4. Changes in Membership

No legal entity—whether an Accredited Member, Corporate Member, or any other legal entity—may be represented by more than one (1) voting member, regardless of the category of membership.

a. Members must notify EURAMI of any change in their employment or contractual relationship within forty-five (45) calendar days. Failure to do so may result in termination of membership.

b. Where multiple members are employed by or contractually affiliated with the same legal entity, only one member may hold voting rights (the Representative Member). All other individuals must become non-voting Associate Members and may not simultaneously hold Ordinary or Honorary Membership.

c. If, through a change in employment or contractual relationship, a member becomes affiliated with a legal entity already represented by a Representative Member, or with another legal entity already represented by an Ordinary or Honorary Member, the legal entity shall designate the Representative Member. Any other affiliated members may become Associate Members.

5. Termination of Membership

a. Membership shall terminate upon resignation, unsuccessful reaccreditation or loss of accreditation status, expulsion, death, or, in the case of a legal entity, loss of legal capacity.

Accreditation status shall be deemed lost if a member fails to successfully complete accreditation or any reaccreditation required by the Executive Board.

Failure to pass an accreditation or reaccreditation audit shall result in the immediate termination of membership. At the auditor's discretion, the audited organization may be granted a corrective action period of up to six (6) months.

Membership fees and fees paid as part of the reaccreditation process are non-refundable. No refunds shall be granted for membership fees or reaccreditation fees.

b. Membership may be terminated by resignation effective 31 December of any calendar year, provided that written notice is submitted to the Executive Board at least two (2) calendar months in advance.

c. Expulsion shall be reserved for exceptional circumstances after reasonable attempts to reach an amicable resolution have failed. Grounds for expulsion include:

1. Serious violations of these Articles of Association, the Association's purpose, its General Terms and Conditions (GTC), and/or its Code of Conduct, or any conduct detrimental to the reputation of the Association. This includes abusive, threatening, or defamatory communications directed at or concerning staff, members of the Executive Board, or the Association itself, as well as attacks on members or persons affiliated with accredited members.
2. Failure to pay membership fees or accreditation fees, combined with failure to respond to contact attempts for a period exceeding two (2) months and non-payment despite two (2) written reminders.

d. Before any decision on expulsion is made, the member shall be given the opportunity to explain or justify their conduct. An appeal against an expulsion decision may be submitted to the Executive

Board within four (4) weeks. Expulsion shall take immediate effect upon approval by a two-thirds (2/3) majority of the voting members of the Executive Board.

e. Expelled members and their legal successors shall not be entitled to any compensation and shall have no claim, in whole or in part, to the Association's assets, information, or reimbursement of membership fees.

f. The Executive Board may suspend or revoke an accreditation if a member fails to report any serious aircraft accident—particularly those involving destruction of the aircraft, personal injury, or fatalities—to info@eurami.org within one (1) week of the accident, or fails to cooperate with any investigation or respond to inquiries from EURAMI.

6. General Terms and Conditions (GTC)

In addition to these Articles of Association, the **General Terms and Conditions (GTC)** issued by the EURAMI Executive Board govern matters including the ethical conduct and professional behavior of members, operational requirements, accreditation procedures, payment terms, and other aspects relevant to the day-to-day operation of the Association.

Amendments to the General Terms and Conditions may be adopted by the Executive Board and require the approval of two-thirds (2/3) of the members of the Executive Board.

Failure to comply with the General Terms and Conditions may result in termination of membership by resolution of the EURAMI Executive Board.

7. Membership Fees

a. The Association shall charge a registration fee, an initial accreditation fee, a reaccreditation fee, and annual membership fees.

b. In addition, charges may be levied for bank fees, payment service provider fees, and other services utilized.

c. Membership invoices are due and payable within fifteen (15) days of receipt and must be paid using the payment method specified on the invoice.

d. The member shall be responsible for all bank charges and transaction fees.

e. The full amount shall be remitted in euros (EUR) to the Association's bank account specified on the invoice.

f. Membership fees and registration fees are published on the EURAMI website at www.eurami.org.

g. The Executive Board is authorized to adjust the membership fees annually where necessary to cover costs and to ensure the proper administration, sustainability, and continued development of the Association in the interests of its members. The membership shall have the right to veto any proposed fee increase if two-thirds (2/3) of the registered members present at the General Assembly vote against the proposed membership fees. The Executive Board shall present any proposed changes at the Annual General Assembly. All approved changes shall take effect on 1 January of the following calendar year.

Article 5 – Governing Bodies of the Association

The governing bodies of the Association are:

- a. the **General Assembly**; and
- b. the **Executive Board**.

Article 6 – General Assembly

1. General

The General Assembly is the supreme decision-making body of the Association and shall exercise all powers of the Association unless these Articles of Association expressly assign specific responsibilities to another governing body. The General Assembly consists of all active members of the Association.

2. Convening the Annual General Assembly (AGM)

The General Assembly shall be held at least once each calendar year, either in person or by virtual means, as determined by the Executive Board.

- a. The Executive Board shall convene the General Assembly by email, including a provisional agenda. The notice of meeting must be sent no later than two (2) weeks before the date of the meeting. The notice period shall commence on the day following the dispatch of the invitation. Compliance with the notice period shall be determined by the date on which the email or fax is sent.
- b. The invitation shall be deemed duly delivered if it is sent to the most recent address provided in writing by the member. Electronic notification shall satisfy this requirement.
- c. Members may submit additional agenda items to the Executive Board in writing or by electronic means no later than one (1) week before the meeting. Compliance with this deadline shall be determined by the date of receipt of the letter, email, or fax.
- d. The admission of additional agenda items proposed during the General Assembly shall be decided by a simple majority of the voting members present.

3. Extraordinary General Assembly

An Extraordinary General Assembly may be convened whenever this is in the interests of the Association.

If at least twenty percent (20%) of the voting members submit a written request to the Executive Board, the Board shall convene an Extraordinary General Assembly within six (6) weeks. The request must specify the proposed agenda item(s).

If the Executive Board fails to comply with this request, the requesting members shall be entitled to convene the meeting themselves.

4. Quorum

Regardless of the number of members present, the General Assembly shall constitute a quorum, provided that it has been duly convened in accordance with these Articles of Association.

5. Resolutions

a. Unless otherwise resolved by the General Assembly or otherwise provided in these Articles of Association, all resolutions shall be adopted by open vote (show of hands) and by a simple majority of the valid votes cast. Abstentions shall not be counted as valid votes. In the event of a tie, the President shall have the casting vote; in the President's absence, the Vice President shall have the casting vote; in the absence of both, the casting vote shall be exercised by a member of the Executive Board designated by the Board.

b. **Amendments to the Articles of Association:** Notwithstanding Section 5(a), amendments to these Articles of Association require a two-thirds ($2/3$) majority of the valid votes cast at the General Assembly. Dissolution of the Association requires a three-quarters ($3/4$) majority of the valid votes cast.

6. Representation by Proxy

An active member entitled to vote who is unable to attend the General Assembly in person may authorize another member attending the meeting in person to act as their proxy. The proxy holder shall exercise the voting rights of both members.

The proxy authorization must be presented to the Executive Board at the beginning of the General Assembly, either as the original written authorization or by providing evidence of an email sent to both parties with a copy to the Association's Executive Office.

No member may hold more than one (1) proxy.

A proxy shall be valid only for the specific General Assembly for which it has been issued and must be granted separately for each meeting.

7. Chair of the General Assembly

The General Assembly shall be chaired by the President of the Executive Board. In the President's absence, the Vice President shall preside. If both are absent, another member of the Executive Board shall chair the meeting. If no member of the Executive Board is present, the voting members present shall elect a chairperson for the meeting.

8. Elections

For elections, the chair of the meeting may, for the duration of the discussion and voting process, delegate responsibility for conducting the election to an Election Committee.

The method of voting shall be determined by the Executive Board.

A candidate shall be elected if they receive more than one-half of the valid votes cast.

If no candidate receives more than one-half of the valid votes cast, a run-off election shall be held between the two (2) candidates who received the highest number of votes. The candidate receiving the greater number of votes in the run-off shall be elected.

9. Minutes shall be prepared for each meeting of the General Assembly and shall be signed by the member of the Executive Board who chaired the meeting.

Article 7 – Responsibilities of the General Assembly

1. The General Assembly shall, in particular, resolve on the following matters:
 - a. The election and removal of members of the Executive Board in accordance with Article 9;
 - b. Membership matters, including:
 - i. The determination of membership fees and special assessments;
 - ii. The appointment of Honorary Members;
 - c. Amendments to these Articles of Association;
 - d. The dissolution of the Association and the distribution of its assets;
 - e. The financial report prepared by the Executive Board;
 - f. The strategic direction of the Association.
2. The General Assembly shall receive the report of the Executive Board and the summary of the annual audit and shall vote on granting discharge to the Executive Board for the financial year concerned.
3. Resolutions concerning amendments to these Articles of Association or the dissolution of the Association are reserved exclusively to the General Assembly.
4. The General Assembly shall decide on all matters submitted to it for resolution by the Executive Board or by members.
5. The General Assembly may also adopt resolutions by written procedure, including by letter, fax, or email. All members shall be notified in writing (by letter or email) of the outcome of any such vote.
6. Minutes of the proceedings of the General Assembly shall be prepared and signed by the recording secretary and by the President or the Chair of the Executive Board. Upon written request submitted by email to the Executive Board, the minutes shall be made available to members within three (3) months. Any objections to the minutes must be submitted within one (1) month of their receipt.

Article 8 – The Executive Board

Within the meaning of the German Civil Code (Bürgerliches Gesetzbuch – **BGB**), the Executive Board consists of the **President** and the **Vice President**. The Executive Board represents the Association both judicially and extrajudicially.

1. Composition of the Executive Board

The Executive Board shall consist of:

- a. the President, the Vice President, and five (5) additional Board members;
- b. at least one qualified physician;
- c. only natural persons may serve as members of the Executive Board;
- d. all members of the Executive Board shall have voting rights;
- e. no member of the Executive Board may be affiliated with the same legal entity as another Board member if that legal entity is a member of the Association;
- f. the immediate Past President shall remain a member of the Executive Board for one (1) year following the end of their term of office and shall serve during that period as an additional member of the Executive Board.

2. Duties and Procedures

The duties of the Executive Board, including the procedures for convening, conducting, and voting at Board meetings, shall be governed by the Executive Board's **By-Laws**, which must be adopted unanimously by all members of the Executive Board.

3. General Authority

The Executive Board shall decide all matters relating to the Association unless responsibility is expressly assigned to the General Assembly. It shall implement the resolutions adopted by the General Assembly.

4. Representation of the Association

Each individual member of the Executive Board is authorized to represent the Association externally. In exercising this authority, Board members shall at all times act in accordance with the objectives of the Association, in particular these Articles of Association, and shall comply with the resolutions of both the General Assembly and the Executive Board.

5. Term of Office

Members of the Executive Board may be re-elected without limitation.

The President, however, may serve no more than two (2) consecutive terms of office.

Each term of office shall be four (4) years commencing on the date of election.

6. Vacancies

If a member of the Executive Board vacates office before the expiration of their term—for example due to loss of membership, resignation, removal from office, or death—the remaining members of the Executive Board may, by unanimous resolution, appoint a member of the Association to serve for the remainder of the term.

The appointment of such Board member shall expire upon the next regular election at the subsequent Annual General Assembly. The term of office of the elected successor shall expire on the original expiration date of the vacant position.

a. If the office of President becomes vacant before the end of the term, a new Board member shall be appointed as described above, the Vice President shall assume the office of President, and the Executive Board shall appoint a new Vice President from among its members.

b. If the office of Vice President becomes vacant before the end of the term, a new Board member shall be appointed as described above, and the Executive Board shall appoint a new Vice President from among its members.

7. Responsibilities of the Executive Board

The Executive Board shall manage the affairs of the Association. Its responsibilities include all matters not assigned by law or these Articles of Association to the General Assembly.

In particular, the Executive Board shall be responsible for:

- a. preparing and convening meetings of the General Assembly and determining the agenda;
- b. implementing the resolutions adopted by the General Assembly;
- c. preparing the annual budget, maintaining the Association's accounts, and preparing the annual report;
- d. establishing committees and appointing committee members;
- e. appointing key office holders, including the **Chief Auditor**.

8. Board Meetings

The Executive Board shall meet at least twice each calendar year.

Meetings shall be convened by the President, the Vice President, or the Managing Director and shall include the agenda. Meetings may be held at any location or virtually by telephone or videoconference.

9. Quorum and Voting

The Executive Board shall constitute a quorum if at least four (4) of its members are present.

Resolutions shall be adopted by a majority of the Board members present.

In the event of a tie, the President shall have the casting vote. In the President's absence, the Vice President shall chair the meeting and exercise the casting vote.

10. Conflicts of Interest

With respect to conflicts of interest, the Executive Board refers to **Article 12** of these Articles of Association.

11. Written Resolutions

The Executive Board may adopt resolutions by written procedure.

12. Minutes

Minutes shall be prepared for each meeting of the Executive Board and shall be made available to all Board members within one (1) month.

13. By-Laws

The Executive Board shall adopt **By-Laws (Rules of Procedure)** governing its internal operations.

14. Formal Amendments to the Articles of Association

The Executive Board may make such amendments to these Articles of Association as are required by supervisory authorities, courts, or tax authorities for formal or administrative reasons.

The General Assembly shall be informed of any such amendments at its next meeting.

15. Attendance and Participation

Each member of the Executive Board is required to attend at least seventy-five percent (75%) of all Board meetings held during each quarter and to participate in at least seventy-five percent (75%) of all votes conducted during that quarter.

Failure to comply with these requirements shall result in forfeiture of the Board seat and shall render the individual ineligible for re-election in the subsequent election period.

Article 9 – Election and Term of Office of the Executive Board

1. Elections

a. The Association shall notify its members of the election at least thirty (30) calendar days in advance and invite nominations of candidates. Nominations, including self-nominations, must be submitted to the Executive Board in writing or by email no later than one (1) calendar week before the General Assembly.

b. The General Assembly shall elect the Executive Board from among the Association's active members. The candidates receiving the highest number of votes shall be elected, with the exception that the physician required under Article 8(1)(b) shall be deemed elected if they receive the highest number of votes among the medically qualified candidates.

c. Ballots and/or electronic ballots shall be provided for voting.

d. Each member of the Executive Board shall be elected individually.

e. **Staggered Elections:** To ensure continuity in the governance of the Association, staggered elections shall be held every two (2) years between **Group A** and **Group B**.

Group A

1. Board Member 1
2. Board Member 2
3. Board Member 3

Group B

1. Board Member 4
2. Board Member 5
3. Board Member 6
4. Board Member 7

2. Election of the President, Vice President, and Treasurer

Following the election of the Executive Board, the newly elected Board shall convene and elect from among its members a **President**, a **Vice President**, and a **Treasurer**.

The newly elected Executive Board shall inform the General Assembly of these appointments.

3. Representation on the Executive Board

To ensure broad representation within the Association and to avoid conflicts of interest:

- a. No two members of the Executive Board may be affiliated with the same legal entity through employment, contractual relationships, consultancy, or any other financial relationship. Accordingly, only one candidate affiliated with the same active member organization may be nominated for election to the Executive Board.
- b. If, during a Board member's term of office, that Board member becomes affiliated with a legal entity that is already represented on the Executive Board, the Board member shall vacate their office and be replaced in accordance with these Articles of Association.
- c. A member of the Executive Board shall not be primarily engaged, employed, financially interested, or otherwise directly or indirectly involved in any **fixed-wing air ambulance, rotary-wing air ambulance, or commercial airline medical escort** organization that is not accredited by EURAMI.

4. Removal from Office

The General Assembly may resolve to remove a member of the Executive Board from office.

Notwithstanding the provisions above, such removal shall require a two-thirds (2/3) majority of the votes of all active voting members.

The removal procedure may be initiated either by the Executive Board or by the General Assembly.

Article 10 – Managing Director

1. Pursuant to Section 30 of the German Civil Code (Bürgerliches Gesetzbuch – **BGB**), a **Managing Director** may be appointed to manage the day-to-day operations and ongoing business of the Association.
2. Decisions concerning the hiring of employees, employment contracts, dismissals, and the admission of new members may be made exclusively by the Executive Board.
3. The Managing Director shall be appointed by the Executive Board of the Association and shall be subject to its instructions and policies.

4. The duties and responsibilities of the Managing Director shall be set out in an employment agreement, which shall be signed by the President or the Vice President with the approval of the Executive Board.
5. The Managing Director shall attend meetings of the Executive Board and the General Assembly in an advisory capacity without voting rights.
6. The Managing Director shall have the right to speak at all meetings and shall be accountable to the Association.

Article 11 – Working Groups and Committees

1. After consulting with the members and inviting nominations, the Executive Board may establish one or more committees or working groups to provide advice and support to the Association.
2. The Executive Board shall appoint the chair of each committee or working group and shall determine its objectives, specific responsibilities, and expected deliverables.
3. Each committee shall consist of at least two (2) members. Members of a committee may simultaneously serve as members of the Executive Board. The term of office of each committee or working group shall be determined by the Executive Board at the time of its establishment.
4. Committees and working groups shall operate under the supervision of the Executive Board and shall receive administrative support from the Managing Director.

Article 12 – Conflicts of Interest

The Association's **Conflict of Interest Policy** applies comprehensively to all interests that could influence a person's judgment, whether financial or non-financial, direct or indirect.

The policy applies to members of the Executive Board, the Managing Director, appointed advisors (including, but not limited to, auditors) of the Association, and any other persons who speak or act on behalf of the Association.

The Association shall address actual, potential, and perceived conflicts of interest. In particular, members of the Executive Board, appointed advisors, and the Managing Director shall comply with the following rules to prevent conflicts of interest:

1. **Duty of Disclosure:** A member of the Executive Board shall disclose any actual or potential conflict of interest. Board members are required to disclose to the Managing Director any existing, past, or prospective business relationships with EURAMI members or applicants for membership or accreditation.
2. **Voluntary Recusal:** A member of the Executive Board may withdraw from participating in any discussion or decision at any time if they believe they have a conflict of interest, without the need for a formal determination.
3. **Abstention from Voting:** Members of the Executive Board shall not vote on any matter in which they have a conflict of interest.
4. If, as a result of conflicts of interest, the Executive Board is unable to achieve a quorum, the Executive Board shall unanimously appoint one or more persons from outside the Board—selected from among the Association's auditors and, where appropriate, its members—to establish a quorum, participate in the discussion, and vote on the matter concerned.
5. The Executive Board, the Managing Director, and any other person appointed by the Association to perform a specific task shall at all times act in the best interests of the Association.

6. The minutes of Executive Board meetings shall record whenever a Board member discloses a conflict of interest and shall document the measures taken to avoid the conflict, including the name of any person appointed to act in place of the conflicted Board member.

Article 13 – Dissolution of the Association

1. The Association may be dissolved:
 - a. in the cases prescribed by law;
 - b. if the number of voting members falls below six (6); or
 - c. by resolution of the General Assembly. Such a resolution shall require a three-quarters (3/4) majority of the voting members present.

The dissolution of the Association shall be carried out in accordance with the provisions of the German Civil Code (Bürgerliches Gesetzbuch – **BGB**).

The Executive Board shall determine the disposition of any remaining assets of the Association following its dissolution. Such assets shall be applied exclusively for charitable purposes, preferably for the benefit of one or more organizations specializing in medical transport.