

German Digital Healthcare Association

Statutes

20. December 2023

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§ 1 Name, registered office, legal form, and financial year

1. The name of the association is "Spitzenverband Digitale Gesundheitsversorgung", hereinafter referred to as the "Association". It is to be entered in the register of associations at the Charlottenburg district court.
2. Its English name is the "German Digital Healthcare Association".
3. It is an association within the meaning of § 21 BGB.
4. The association is based in Berlin.
5. The financial year is the calendar year.

§ 2 Purpose and Tasks

1. The association coordinates consensus-building on the common interests of providers of digital health/care/rehabilitation services (including digital health, care, and rehabilitation, digital health/care/rehabilitation applications, e-health services/apps, telemedical services) in the health/care sector as well as for prevention and rehabilitation.
2. The association's overarching goal is to develop high-quality digital and telemedical healthcare, care, rehabilitation, and prevention services in Germany.
3. The Association fulfills the purpose of the Articles of Association in particular through the following activities:
 - a. Informing and communicating with governments, parliaments, authorities, and institutions and organizations relevant to the health, care, rehabilitation, and prevention sector on issues relating to digital health, care, rehabilitation, and prevention services to promote competition, market economy, and innovation.
 - b. Positioning the manufacturers of digital health/care/rehabilitation and prevention services as a competent, reliable, and respected interest group with a claim to design and a holistic perspective on the process of patient care.
 - c. Participation in shaping the legal framework for the provision of digital health/care/rehabilitation and prevention services (including digital health/care applications) and representation of members vis-à-vis the self-administration of the German health/care/pension system, in particular within the scope of fee negotiations with cost bearers and their associations.
 - d. Development and operation of suitable scientific verification and assurance procedures for the quality of digital supply services; in particular with regard to a positive supply effect.

- e. Promoting the exchange of experience between members and utilizing the expertise of a diverse range of members.
 - f. Informing members and the public about relevant developments in the industry or of relevance to the industry.
 - g. Cooperation with institutions and organizations, including the scientific and educational sectors, with the aim of imparting knowledge.
 - h. Development of modern, transparent, and sustainable concepts for bundling and informing about the common interests of the members.
4. The association operates selflessly and ensures a balanced representation of the industry, taking particular account of the interests of start-ups.
 5. The association does not pursue any commercial or party-political objectives. It does not intend to make a profit.

§ 3 Membership

1. Ordinary membership of the association can be acquired by companies
 - that generate their own revenue through e-health services for use by patients, insured individuals, or healthcare professionals.
 - that do not generate genuine e-health revenues themselves, but whose products or services are essentially digital or telemedical health, care, rehabilitation and prevention services for use by patients, insured persons or healthcare professionals or are an essential component of these.
 - Ordinary membership can also be acquired by business associations that are active nationwide in the field of e-health and the digitalization of medicine/care with offers that are intended for direct use by patients and represent provider interests.
2. Sponsoring membership can be granted by the Executive Board upon application for:
 - Companies and organisations that do not meet the statutory requirements for ordinary membership,
 - Regional organisations that are not active nationwide, individual natural persons who are merchants or freelancers (independent contractors) and do not simultaneously hold a position in a company that would be eligible for membership in accordance with Section 3 (I).
3. The cessation of the requirements for supporting membership pursuant to para. 2 (in particular due to the fulfillment of a requirement for ordinary membership pursuant to para. 1) shall result in the termination of the supporting membership. The Board of

Directors shall determine the cessation of the requirements for supporting membership by resolution. Sponsoring membership shall end upon notification of the resolution in accordance with p. 2 to the sponsoring member. In individual cases, the Executive Board may, in deviation from sentence 1, revocably determine that the sponsoring membership shall continue despite the cessation of the requirements pursuant to paragraph 2.

4. Prospective members should submit an application to the Executive Board. The Board of Directors decides on admission at its own discretion.
5. Ordinary members are also the founding members entered in the register of associations.
6. Furthermore, the Board of Directors may establish personal memberships at its own discretion, provided that the person in question agrees to the Board of Directors' proposal. Personal members are characterized by special services to the industry. Their membership rights may be restricted by the Executive Board. In particular, they have no voting rights.
7. Personalities who have rendered outstanding services to the e-health sector may be awarded honorary membership by the Executive Board. Honorary members have no voting rights.
8. For the applications and notifications mentioned in § 3, the text form by e-mail is required.

§ 4 Rights and obligations of members

1. Every full member is authorized to use the Association's facilities and services through its owners, board members, managing directors, supervisory board members, and permanent employees. Member organizations of the Association may exercise this right exclusively through employees of their office or members of their board of directors. For the purposes of these Articles of Association, an owner is anyone who holds a majority stake in a member or has significant influence on its management in any other way. A permanent employee or employee of the office within the meaning of these Articles of Association is anyone who works full-time for the member in the area defined in Section 2 (1) sentence 1 on a permanent basis. The rights and obligations of personal members and supporting members are determined by the Executive Board and can be adapted to the respective individual case.
2. Members are bound by the Articles of Association and the resolutions of the

Association adopted in accordance with the Articles of Association. They are also obliged to pay the stipulated membership fees and levies and to provide the management and the bodies of the Association with relevant information in a truthful and timely manner in order to fulfill their duties. Members may not pass on confidential information to third parties.

3. Insofar as members conduct arbitration proceedings in accordance with Section 134 (2) SGB V or Section 78a (1) SGB XI, they shall indemnify the Association against all liabilities, expenses, and costs associated with these arbitration proceedings and hold it fully harmless. All other cost reimbursement claims of the Association against the member, irrespective of their legal basis, remain unaffected.
4. Members may delegate owners, Executive Board members, managing directors, Supervisory Board members, and permanent employees to working groups, forums, working groups, expert and steering committees, dialogue groups, and other types of committees and subdivisions in accordance with the rules of procedure of the Executive Board or the rules of procedure of the respective committee or subdivision. The work results developed in the committees or subdivisions shall be made available to the Association. The Association shall receive an irrevocable, non-exclusive, perpetual, royalty-free, worldwide, transferable, sub-licensable right to use all of these work results for the purposes and tasks specified in § 2.
5. For voting rights and representation in all committees and subdivisions mentioned in § 4 No. 4, § 8 No. 6 applies accordingly.
6. Association documents (e.g., handouts, memos, and guidelines) and chat histories from Slack are intended exclusively for internal use by members. Passing them on to third parties free of charge or against payment or publishing them is prohibited without the express authorization of the Executive Board.

§ 5 Duration of membership

1. Membership begins with the decision on admission by the Executive Board; this takes effect retroactively to the date of application. The Executive Board is authorized to approve a different date of admission upon request. If retroactive admission is granted, this does not include voting and election rights. The Executive Board may delegate these rights.
2. Membership ends through voluntary resignation, dissolution of the member's organization, cessation of business activities, expulsion of the member, or death.
3. The Executive Board may exclude a member by resolution if it grossly violates the

interests of the Association, if insolvency proceedings are opened against the member's assets, or if the opening of such proceedings has been rejected due to lack of assets. In particular, exclusion may be considered due to a significant breach of statutory obligations or if the member fails to fulfill its contribution and contribution obligations despite two written reminders from the Executive Board. The Executive Board may delegate this right. The member must be given the opportunity to comment in writing or verbally before expulsion. The decision on expulsion must be justified in writing and communicated to the member. The member may appeal against the expulsion to the General Assembly. The appeal must be made in writing to the Executive Board within three weeks of the decision being sent. The General Meeting shall make the final decision.

4. Each member may resign from the association with a notice period of six months by the end of the year; the Executive Board may shorten the resignation period upon request if the resignation is due to a drop in turnover of more than 20 percent at the member company in the current financial year. The declaration of resignation must be made in writing to the office, by registered letter for the purpose of proof. The member remains bound by the articles of association, the membership fee regulations, and any other obligations, such as contributions, until the date of resignation.
5. The member may withdraw the declaration of resignation up to the time the resignation takes effect.
6. Members who leave or are expelled from the Association lose all entitlement to the Association's assets on the day of their departure or expulsion. Paid contributions and other benefits will not be repaid.

§ 6 Contributions

1. The annual membership fees are charged to all members, with the exception of personal members, founding members, and honorary members, in accordance with a membership fee schedule. The membership fee schedule is decided by the Association's General Assembly on the proposal of the Executive Board.
2. In order to cover the costs of certain projects within the scope of the purpose and tasks of the Association, the General Meeting may decide on extraordinary contributions or levies up to the amount of two annual contributions.

§ 7 Bodies

The bodies of the association are the General Assembly and the Executive Board.

§ 8 General Meeting

1. The General Assembly is the supreme body and decides on all fundamental issues concerning the association. The General Meeting is responsible in particular for the election of the Executive Board, the election of two auditors, amendments to the Articles of Association, the membership fee regulations, the dissolution of the Association, and the discharge of the Executive Board and management.
2. The general meeting takes place:
 - a. if the interests of the Association so require, but at least every second financial year,
 - b. within a period of eight weeks if at least 10 percent of the members apply to the Executive Board in text form, stating the purpose and reasons.
3. Invitations to physical general meetings shall be issued by the Executive Board by means of electronic communication, stating the time and place of the meeting and the agenda. The invitations can also be sent in text form. They must be announced at least four weeks before the date of the meeting. The deadline begins on the day following the dispatch of the invitation letter or the day following publication in the member portal. The invitation is deemed to have been received when it is published in the member portal or sent to the last address provided by the member. The convening of a meeting in text form does not require the handwritten signature of the authorized persons named in Section 5.
4. Each ordinary member may request an addition to the agenda in text form no later than two weeks before the meeting; § 12 No. 1 remains unaffected. Whether this addition is made is at the dutiful discretion of the Chairman of the Executive Board. However, it must be made if the motion is supported by at least one-tenth of the members. The chairman of the meeting must announce the addition at the beginning of the meeting. The General Meeting decides on motions to add items to the agenda that are not submitted until the General Meeting by a simple majority of the votes cast.
5. The General Meeting is convened and chaired by a member of the Executive Board appointed in advance by the Executive Board. At the request of at least two-thirds of the participating members, the meeting may appoint a different chairperson.
6. Each ordinary member has one vote at the General Meeting. Representation by

another ordinary member is permitted on the basis of a simple authorization in text form. A member may represent a maximum of three other members.

7. The General Meeting is quorate regardless of the number of participants and passes resolutions by a simple majority of the votes cast; in the event of a tie, the chairperson of the meeting has the casting vote. Resolutions on amendments to the Articles of Association and the dissolution of the Association require the approval of at least 2/3 of the votes cast.
8. Abstentions or uncast or invalid votes are not counted in the calculation of majorities, regardless of the voting method chosen. The result of the resolution is determined by the chairperson of the meeting.
9. Resolutions and elections (hereinafter summarized as "resolutions") of the General Meeting may be passed either by those present or without holding a physical meeting by means of voting via electronic communication, in text form, or in a mixed vote in both physical and virtual form. Resolutions adopted by telephone or video conference are also deemed to be resolutions adopted by those present. In the event that a resolution is passed by voting via electronic communication, the person who would have to chair the General Meeting (hereinafter referred to as the "Voting manager") is replaced by this in accordance with Section 5 to make the draft resolution available to all members entitled to vote by means of electronic communication, stating the voting method determined by the voting manager. If a resolution is passed by text vote, the draft resolution must be sent in text form to the last address provided by the member.
10. In elections, each ordinary member has one vote for each mandate to be awarded and in no case more votes than there are mandates to be awarded. It is not permitted to combine votes for one candidate. The election may be conducted by negative votes and as a list election by decision of the chairperson of the meeting. The candidate who receives the most votes cast is elected.
11. In the event of a tie, a run-off vote between the two candidates with the most votes shall decide. Point 8 applies accordingly. If the run-off election in the first ballot also fails to produce a result due to another tie, the election is decided by drawing lots.
12. Every ordinary member has the right to propose candidates for election to the Executive Board. Nominations must be received by the Management Board no later than four weeks before the General Meeting. The above deadline does not apply if the date of the General Meeting has not been announced in text form at least ten weeks before the meeting; publication on the Association's website is sufficient for

this purpose.

13. The chairperson of the meeting appoints a minute taker. The minutes shall be signed by the chairperson of the meeting and the secretary and sent to the members of the Executive Board by email. In the event of a resolution being passed by means of electronic communication or in text form, the person chairing the meeting shall determine the result of the resolution and notify all members of the Association by means of electronic communication and prepare minutes. He may also communicate the result in text form.
14. Insofar as these Articles of Association provide for electronic communication at meetings or votes, the voting manager shall determine the further details. In particular, he or she may determine that votes can be cast via an internet portal or other suitable electronic voting platforms. He or she shall also determine the technical and security-related requirements for electronic communication.
15. The members of the association must be given a deadline of one week within which to object to the resolution by means of electronic communication or in text form, as well as a further deadline of two weeks within which the vote on the matter must be received by the recipient named in the draft resolution. Votes received after the deadline shall no longer be considered. If at least 1/10 of the members object to the resolution being passed by means of electronic communication or in text form within the one-week period, the resolution is inadmissible.

§ 9 Executive Board

1. The Executive Board consists of the Chairman (President), the 1st Deputy Chairman, the 2nd Deputy Chairman, the Treasurer, and up to three other members of the Executive Board. The Executive Board has a maximum of seven members. Its composition should reflect the structure of the industry. The 1st Deputy Chairman or, if he is absent or unavailable, the 2nd Deputy Chairman shall exercise the duties and powers of the Chairman in accordance with these Articles of Association.
2. The members of the Executive Board work on an honorary basis. The necessary expenses actually incurred in the exercise of their office are reimbursed.
3. Only natural persons who are employees, shareholders, or board members of an ordinary member may be members of the Executive Board.
4. The members of the Executive Board are elected by the General Meeting for a term of two years. Each ordinary member may nominate its own representative for election to the Executive Board. "Representative" in this context means an

employee, shareholder, or member of an executive body of an ordinary member. A deviation from sentence 2 is permitted if:

- a. the professional requirements make this necessary in the opinion of the Board of Directors and the General Meeting approves this by a simple majority, or
- b. not enough representatives stand for election.

Once their term of office has expired, the members of the Board of Directors remain in office until a successor is elected. Re-election is permitted; it is limited to a single re-election for the Chairman. If a member of the Executive Board resigns prematurely, the next ordinary General Meeting shall elect a successor for the remaining term of office at the earliest possible date. Until the election of the successor, the number of Executive Board members is reduced by the number of members who have left prematurely. If the number of Executive Board members falls below five due to the premature departure of an Executive Board member, a General Meeting must be convened immediately at the next possible date to elect a successor for the remaining term of office.

5. The office of a member of the Executive Board shall expire by resignation, by dismissal on the basis of a resolution of the General Meeting, or by the death of the member of the Executive Board. The office of an Executive Board member also ends six (6) weeks after (i) the end of the membership of the ordinary member as whose representative the Executive Board member was elected to the Executive Board or (ii) the resignation of the Executive Board member from his position as an employee, partner, or member of an executive body of the ordinary member as whose representative the Executive Board member was elected to the Executive Board. If, in the case of sentence 2, a successor to the Executive Board member is appointed by resolution of the General Meeting before the end of the six-week period, the office of the Executive Board member shall expire immediately upon the appointment of the successor. If no new member has been elected at the end of the two-year term of office, the existing members of the Executive Board shall continue in office on an interim basis until a new member is elected.
6. The association is represented in and out of court by two members of the Executive Board jointly. If only one member of the Executive Board has been appointed, this member represents the association alone; the sole member of the Executive Board is exempt from the restrictions of Section 181 Alt. 2 BGB. By resolution of the

Executive Board or the General Meeting, individual members of the Executive Board may be exempted from the restrictions of Section 181 BGB for specific individual cases.

7. The Executive Board is responsible for all matters of the Association unless they are assigned to the General Meeting by law or these Articles of Association. It manages the business of the association and fulfills the following tasks in particular:
 - a. to draw up rules of procedure and guidelines for the bodies of the Association as required,
 - b. to decide on applications for membership,
 - c. to convene, prepare, and chair the General Meeting,
 - d. to set up and dissolve working groups, forums, working groups, specialist and steering committees, advisory boards, and dialogue groups, to give them rules of procedure and to decide on their management and staffing,
 - e. prepare and implement resolutions of the General Meeting,
 - f. to draw up the budget and utilization plan,
 - g. to prepare the annual report and annual financial statements,
 - h. to appoint and dismiss the managing directors and, if necessary, to draw up rules of procedure for the management.
8. The Board of Directors may adopt rules of procedure.
9. 9. The members of the Executive Board are only liable to the association for intent and gross negligence. If claims are made against members of the Executive Board by third parties due to their Executive Board activities, the association shall indemnify the Executive Board member concerned against these claims, provided the Executive Board member did not act willfully or with gross negligence.

§ 10 Meetings of the Executive Board and Resolutions

1. The Executive Board meets as required, but at least twice a year. A member of the Executive Board appointed in advance within the Executive Board for the respective meeting chairs the meeting of the Executive Board; in the absence of this member of the Executive Board, the members of the Executive Board present appoint the chairperson of the meeting under the leadership of the oldest member of the Executive Board in terms of age.
2. The member of the Executive Board as per section 1 shall invite the members of the Executive Board at least seven days before the date of the meeting. The Board of Directors may decide that the management shall issue the invitation instead of the

member of the Board of Directors pursuant to No. 1. Section 8 (3) applies accordingly to the form and content of the invitation.

3. Any member of the Board of Directors may request an addition to the agenda. If the item does not require detailed preparation and all Board members agree, the item is included in the agenda of the scheduled meeting; otherwise, it is included in the agenda of the following meeting.
4. A quorum of the Executive Board is present if at least three members of the Executive Board are present. This does not apply if fewer than three members of the Executive Board are in office; in this case, the Executive Board is only quorate if all members in office are present. In the event of a lack of quorum in accordance with sentence 1 or sentence 2, a new meeting shall be convened within two weeks in compliance with all formalities, which shall in any case have a quorum. This must be indicated in the invitation.
5. With the consent of all members of the Executive Board, the Executive Board may also pass resolutions in text form or by voting by telephone or video conference.
6. The Board of Directors passes its resolutions by a simple majority of the votes cast unless otherwise stipulated by law or these Articles of Association. In the event of a tie, the Chairman has the casting vote. § Section 8 (8) applies accordingly.
7. Minutes must be kept of the meetings of the Executive Board. The minutes shall contain details of the place, time, participants, content of resolutions, and voting results. The chairperson appoints the minute taker at the beginning of each meeting. The minutes must be signed by a member of the Executive Board and the secretary and sent to the members of the Executive Board by email. Members have the right to request individual information from the Executive Board about its meetings at any time, in particular regarding the content of resolutions and the distribution of votes.
8. Resolutions of the Board of Directors can only be contested within one month of receipt of the minutes, but at the latest within six months of the meeting.

§ 11 Management

1. Up to two managing directors may be appointed to handle the ongoing tasks of the association and to manage its assets. They work in accordance with the instructions of the Executive Board. The Executive Board decides on their appointment and dismissal.
2. Any natural person may be appointed as managing director. They can only be employed by the Association if they are not also a member of the Association or an

employee of a member of the Association.

3. If more than one managing director is appointed, the Management Board shall define the responsibilities in a business allocation plan for the management.

§ 12 Amendments to the Articles of Association and dissolution of the association

1. Applications for amendments to the Articles of Association or the dissolution of the Association may be submitted and resolved by the General Meeting with the majority of votes specified in Section 8 (7). Unless the General Meeting decides otherwise, the two oldest members of the Executive Board by age are jointly authorized liquidators. The above provision shall apply accordingly in the event that the Association is dissolved for any other reason or loses its legal capacity.
2. If the Association is dissolved, the last General Meeting shall dispose of the existing assets of the Association after all liabilities have been settled. The Association's assets shall be used for purposes in accordance with these Articles of Association. The corresponding resolutions of the General Meeting may only be implemented after approval by the responsible tax office.

§ 13 Entry into force

The Articles of Association come into force when they are signed by the members of the Executive Board.

Berlin, 20 December 2023