

Statutes of the tropEd Network (2023)

§ 1 Name, Seat, Financial Year

- 1.) The association uses the name "tropEd Network " (tropEd Netzwerk). It shall be registered at the Register of Associations and will use the addition "e.V." after registration.
- 2.) The association is resident in Munich, Federal Republic of Germany.
- 3.) The financial year is the calendar year.

§ 2 Purpose of the Association

- 1.) The association's pursuits are only and directly non-profit making purposes under the chapter "tax privileged purposes" of the German Tax Law.
- 2.) The purpose of the association is the fostering of science and research as well as of education and training. The purpose is reached in particular through:
 - a.) the provision of postgraduate programmes for education and training contributing to sustainable development, particularly in low- and middle-income countries;
 - b.) the provision of a modular study programme of at least one to a maximum of five years duration (tropEd Masters Programme in International Health) and of validated training and education programmes in International Health;
 - c.) the exchange of knowledge and expertise in the field of International Health;
 - d.) the establishment of a common standard in teaching and training;
 - e.) interdisciplinary co-operation;
 - f.) and the promotion of mobility of students and teachers.
- 3.) The association works not for profit, the prime concerns are not its own financial interests. Financial resources may only be used for purposes laid down in these statutes. With the exception of the Executive Secretary, the members may not personally receive any contribution from the association's budget in consideration of their missions. The sole reimbursement of costs will be possible. No person may be favored by payments, which are not in line with the association's purpose, or by an unusually high remuneration.
- 3.) The tropEd Network is an association of recognized institutions of higher education, collaborating institutions and individuals who are active in the field of International Health. The tropEd Network seeks to collaborate with other networks and institutions with similar goals.

§ 3 Organs of the Association

The organs of the association are the Executive Committee and the General Assembly.

§ 4 Membership

The association is composed of institutional members (full members), collaborating institutions and individual members. Collaborating institutions and individual members have the right to participate in all activities of the association; they have, however, no voting right in the General Assembly.

§ 5 Full Members

- 1.) Full members must have been accepted by the General Assembly upon proposal of two other full members.
- 2.) Full membership is open to educational and research institutions or independent departments of such institutions recognized as an institution of higher education by a national authority and offering at least one course or module to the tropEd Masters Programme in International Health.
- 3.) Every full member shall appoint an authorized representative and a substitute to represent the institution in the association. The Executive Committee has to be informed about a change of these persons.
- 4.) Full members are obliged to promote the work and purpose of the association. They agree in particular to fulfil the following obligations:
 - a.) subscribe to the definition of International Health as agreed by the tropEd Network;
 - b.) provide evidence of their work experience in low- and middle-income countries;
 - c.) have an equal opportunities policy according to which no individual may be disadvantaged because of his or her descent, colour of skin, gender, religion, disability or any other characteristics;
 - d.) offer courses or modules consistent with the objectives of the tropEd Masters Programme in International Health as approved by the General Assembly;
 - e.) facilitate visits by tropEd representatives for the evaluation of institutions and of courses and modules;
 - t.) assess student effort in accordance with the European Credit Transfer System (ECTS) as established in 1988 by the European Commission;
 - g.) pay an annual membership fee as decided by the General Assembly and specified in the Rules for Membership Fees, which is used toward the work of the association;
 - h.) if offering a core course, facilitate training of students in other institutions;
 - i.) issue transcripts or other certificates to successful participants in tropEd-approved courses or modules;

- j.) participate regularly in General Assembly meetings;
 - k.) provide the Secretariat with relevant information on students in the tropEd Masters Programme in International Health and other information necessary to facilitate their training, subject to current data protection legislation.
- 5.) Full membership ends with the extinction of the legal capacity of the legal person, with the dissolution of the institution or department, or with the withdrawal or exclusion of the full member.
 - 6.) In case of termination of a full membership the remaining full members will continue the association. Leaving members are not entitled to the association's assets or to any part of these.
 - 7.) Termination of membership in the association can only be declared to the end of the current calendar year. It has to be declared in writing to the Executive Committee by 30th September of that year.
 - 8.) Exclusion of full members is done by the General Assembly as follows:
 - a.) Full members which have not paid their membership fee and/or which do not contribute to any of the activities of the association during the period of one year will receive a reminder from the Executive Committee at the beginning of the subsequent year and will be regarded as having withdrawn from the network if no payment or satisfactory response has been received within three months.
 - b.) Full members that do not offer courses or modules during two consecutive academic years will be excluded as full members, but may continue as collaborating institutions.

§ 6 Collaborating Institutions

- 1.) Other educational or research institutions of relevance to International Health or independent departments of such institutions may join the association as collaborating institutions.
- 2) These include:
 - a.) Institutions or departments which offer specific courses of interest to the tropEd network, but are not recognised as institutions of higher education by a national authority. Such institutions may offer courses or modules in the tropEd Masters Programme in International Health in collaboration with a full member institution;
 - b.) Institutions recognised as institutions of higher education by a national authority which at present do not offer courses or modules in the tropEd Masters Programme in International Health, but may do so in the future.
- 3.) Collaborating institutions must have been accepted by the General Assembly upon proposal of two full members.

- 4.) Every collaborating institution shall appoint an authorised representative and a substitute to represent the institution in the association. The Executive Committee has to be informed about a change of these persons.
- 5.) Collaborating institutions agree in particular to fulfil the following obligations:
 - a.) subscribe to the definition of International Health as agreed by the tropEd Network and to promote the work and purpose of the association;
 - b.) provide evidence on their work experience in low- and middle-income countries;
 - c.) if offering courses or modules: assess student effort in accordance with the European Credit Transfer System (ECTS);
 - d.) pay an annual membership fee as decided by the General Assembly and specified in the Rules for Membership Fees, which is used toward the work of the association;
 - e.) participate regularly as advisors in General Assembly meetings.
- 6.) Collaborating institutions attend the General Assembly without voting rights.
- 7.) Exclusion of collaborating institutions is done by the General Assembly. Collaborating institutions which have not paid their membership fee and/or have not contributed to any of the activities of the association during the period of one year will receive a reminder from the Executive Committee at the beginning of the subsequent year and will be regarded as having withdrawn from the network if no payment or satisfactory response has been received within three months.

§7 Individual Members

- 1.) Individuals who are active in and/or provide relevant contributions to the tropEd Network, may join the association as individual members. They must have been accepted by the General Assembly upon proposal of two full members.
- 2.) The individual membership ends with the death of the individual or with the withdrawal or exclusion of the individual member.
- 3.) Individual members agree in particular to fulfil the following obligations:
 - a.) subscribe to the definition of International Health as agreed by the tropEd Network and to promote the work and purpose of the association;
 - b.) provide evidence on their work experience in low- and middle-income countries and of their activities in or contributions to the work and purpose of the tropEd Network;
 - c.) pay an annual membership fee as decided by the General Assembly and specified in the Rules for Membership Fees, which is used toward the work of the association;
 - d.) participate regularly as advisors in General Assembly meetings.
- 4.) Individual members attend the General Assembly without voting rights.

- 5.) Exclusion of individual members is done by the General Assembly. Individual members who have not paid their membership fee during the period of one year and/or who have not contributed to any of the activities of the association will receive a reminder from the Executive Committee at the beginning of the subsequent year and will be regarded as having withdrawn from the network if no payment or satisfactory response has been received within three months.

§ 8 General Assembly

- 1.) The General Assembly is composed of the authorised representatives of the full members. Authorised representatives of the Collaborating Institutions and individual members are regularly invited to participate in the General Assembly meetings.
- 2.) The Executive Committee will summon an ordinary meeting of the General Assembly at least twice per year. This shall be done by announcing the date, time and location at least 6 weeks prior to the meeting in writing and by requesting members to forward items for the agenda at least four weeks prior to the meeting. The agenda with all necessary documentation will be distributed to the members at least fourteen days prior to the meeting. The meeting is quorate if the meeting was summoned properly and if at least one third of the full members are represented. No effective decision may be taken on items which were not included in the announced agenda.
- 3.) The meeting is chaired by the President. In case of absence he/she will nominate another member of the Executive Committee. At the beginning of the meeting the chair will nominate a meeting rapporteur. The meeting is not public. The chair of the meeting may allow guests to the meeting.
- 4.) Every full member has one voting right in the meeting. Full Members under article 5 of these statutes exercise their voting right through their authorised representatives. Another full member may be authorised to exercise this voting right (voting by proxy). Such authorisation has to be given in writing to the Executive Committee for every single meeting. A full member present at the meeting is allowed to exercise the voting rights for not more than two other full members.
- 5.) Decisions of the meeting require the single majority of votes.
- 6.) In principle, voting is done by open show of hands if voting by secret ballot is not demanded by any of the full members present at the meeting.
- 7.) Decisions modifying these statutes and on dissolution of the association require two thirds of the votes of all full members. If such a decision cannot be taken due to the fact that not enough full members are represented at a General Assembly meeting, voting shall be exercised in writing according to the following procedure: The President will submit a written motion to all full members. This motion will declare that, under the conditions of these statutes, a written voting procedure on specified agenda items will be carried out and

will indicate a specific date and hour as voting deadline. Every full member shall then be obliged to send its vote, duly signed, by mail or fax to be received by the Secretariat prior to this deadline.

- 8.) A record of minutes shall be produced of every single meeting. This must contain the main items of the discussed topics, motions and decisions. The record shall be signed by the chair and the rapporteur of the meeting and a copy shall be sent to the members. The record needs to be approved at the subsequent meeting. Records are to be archived in the register of the Secretariat.
- 9.) Tasks of the General Assembly are in particular:
 - a.) elects the Executive Committee;
 - b.) admits and excludes members under article 4 of these statutes;
 - c.) oversees and decides on the accreditation of new member institutions and the continuing accreditation of existing members;
 - d.) decides on strategies and procedures of the tropEd Masters Programme in International Health;
 - e.) establishes eligibility criteria for the tropEd recognition of courses and modules;
 - f.) receives the reports of the working groups;
 - g.) decides and oversees the annual work plan and budget as prepared by the Executive Committee;
 - h.) appoints two cash auditors as specified under article 13 of these statutes;
 - i.) receives the annual report including the financial report from the Executive Committee; j.) gives effectual discharge to the Executive Committee;
 - k.) decides on membership fees;
 - l.) decides on modification of these statutes or the dissolution of the network.
- 10.) The Executive Committee may summon an extraordinary meeting if the interests of the network require so, or in case that at least one fourth of all full members demand such a meeting. An extraordinary meeting upon demand of full members has to be held within four weeks after receipt of the demand by the Executive Committee.
- 11.) General assemblies can be held in person, fully online, or as hybrid events with participants attending in presence and others attending online. The modality of the meeting will be announced when the meeting is planned.

§ 9 Executive Committee

- 1.) The Executive Committee under § 26 BGB (German Civil Code) consists of the President, the President-Elect, the past President, the Executive Secretary and one further member. The Executive Secretary also serves as treasurer of the association and supervises the Secretariat.
- 2) Decisions of the Executive Committee are taken with simple majority of votes of its members. All decisions of the Executive Committee shall be put in writing and signed by

the President and the Executive Secretary. The records of decisions shall be archived in the register of the Secretariat.

- 3.) The Executive Committee is accountable to the General Assembly.
- 4.) Tasks of the Executive Committee are the management of the association, execution of decisions of the General Assembly, administration of the association's assets, and to summon the General Assembly. In particular, the Executive Committee prepares the annual work plan, budget and annual report of the tropEd Network for submission to the General Assembly.
- 5.) The Executive Committee appoints working groups for specific tasks and receives their reports.
- 6.) The Executive Committee promotes the concept and purpose of the tropEd Network internationally and it liaises with other organisations as deemed appropriate.
- 7.) The President, the President-Elect, the past President and the other member of the Executive Committee may not personally get any kind of remuneration from the association's budget in consideration of their missions. The sole reimbursement of costs will be possible, subject to an express resolution of the Executive Committee taken without the persons concerned; justifications will be required which will be subjected to the auditing process. The Executive Secretary shall be paid a reasonable remuneration.
- 8.) The Executive Committee is allowed to take on obligations for the association only within the limitations of the association's assets. Its power is as such expressively limited.

§ 10 Election of the Executive Committee

- 1.) The President is elected from among the full members at the General Assembly one year prior to taking office. He or she will become a member of the Executive Committee for three years: one as President-Elect, one as President and one as past President.
- 2.) No person may be elected as President who has directly before acted as President, President-Elect or past President for two successive periods of office.
- 3.) The Executive Secretary and the other member of the Executive Committee are elected at a regular meeting of the General Assembly from among all full members – for a period of three years and can be re-elected without restriction.
- 4.) At the end of a legislative period the Executive Committee members remain in office until the next Executive Committee takes office. A period of office lasts one year. If an Executive

Committee member is prevented from performing the business of the association due to legal or real reasons, a replacement shall be elected at the next regular General Assembly meeting, who will serve until the end of the respective legislative period.

§ 11 Power of Representation of the Executive Committee

- 1.) The Executive Committee is the legal representative of the association in litigation and for all other purposes. Its power is limited by the association's assets. The Executive Committee has to clearly indicate at every legal obligation that the liability of its members is limited to the association's assets.
- 2.) There must be at least two members of the Executive Committee to represent the association. In the limits of its power the Executive Committee may order third persons to carry out single business. For vicarious agents or persons employed by the debtor in the performance of his obligation, the Executive Committee is liable only in case of wilfully or negligent (culpa in eligendo) poor choice of servant.
- 3.) The Executive Committee shall draft its interior rules, which shall be approved by the General Assembly.
- 4.) In case that a contractual partner of the association forwards claims against a member of the Executive Committee under § 54 sentence 2 BGB (German Civil Code) as the acting person, this Executive Committee member can demand indemnity against liability or reimbursement of all costs and expenditures in connection with that business.
- 5.) The President and the President-Elect are empowered to represent the association in the contract of employment / contract for services with the Executive Secretary and the staff of the Secretariat in accordance with the decisions of the General Assembly.

§ 12 The Secretariat

- 1.) To facilitate the work of the Executive Committee, a Secretariat shall be established under supervision of the Executive Secretary.
- 2.) The Executive Committee may employ such full-time or part-time staff as needed to conduct the business of the Secretariat.
- 3.) The Secretariat executes the decisions and recommendations of the General Assembly and/or of the Executive Committee. Its tasks include the following:
 - a.) assists the Executive Committee in all of its tasks according to article 9 of these statutes, and specifically in the preparation of the General Assembly and Executive Committee meetings and of their agenda and in archiving their records of minutes;
 - b.) maintains and facilitates adequate communication and dissemination of information among all participating institutions and individual members;

- c.) co-ordinates the accreditation and evaluation of institutions and of courses or modules according to the principles established by the General Assembly and conveys the decision of the General Assembly in writing to the evaluated institution;
- d.) works with member institutions to establish a suitable process for the governance of tropEd-recognised courses and modules and to ensure that common quality criteria are met;
- e.) compiles and advertises all recognised courses and modules and maintains and facilitates communication among the students in the tropEd Masters Programme in International Health;
- f.) maintains administrative links with donors and other institutions as stipulated under article 9 para. 6 of these statutes.

§ 13 Auditing of Accounts

For the control of bookkeeping the General Assembly elects annually two cash auditors. They must not be members of the Executive Committee and shall report once per year to the General Assembly.

§ 14 Dissolution

- 1.) Dissolution of the association can only be decided upon in an extraordinary meeting of the General Assembly, summoned for this specific reason. The decision requires a majority of two thirds of the votes of the full members under observance of article 8 para. 7 and of article 14 para. 2 of these statutes.
- 2.) The winding-up is done by the last Executive Committee if the General Assembly does not decide otherwise.
- 3.) In case of dissolution or cancelling of the association or ending of the association's purpose and if assets are left, these may not be distributed to the members. With permission from the proper revenue office, these assets shall be transferred to other non-profit institutions with comparable purpose statements and which will use the transferred assets only and directly for non-profit making purposes under the chapter "tax privileged purposes" of the German tax law, in particular such purposes as described in article 2 of these statutes.

§ 15 Clause for Partial Invalidation

In case that one or more provisions are or become ineffective or impracticable, the legal validity of the other provisions is not effected. In lieu of the ineffective provision the General Assembly

shall decide a provision which is as close as possible to the ineffective provision to reach the aim of this provision and to safeguard the association as charitable in a proper way.

§ 16 Choice of Law, Jurisdiction

- 1.) For these statutes only the law of the Federal Republic of Germany is applicable.
- 2.) Jurisdiction for all disputes raising from these statutes is the court at the residence of the association.
- 3.) Only the German version of these statutes is legally valid.
- 4.) For the interpretation of these statutes the tropEd Profile Document in its latest version is