

RULES OF PROCEDURE for the Pharmaceutical Society of Hesse and the pension fund

resolved by the Delegates Assembly of the Pharmaceutical Society of Hesse (*Landesapothekerkammer Hessen*) on 17 June 2009, published in the *Pharmazeutische Zeitung* (PZ) no. 35/2009, p. 3315 *et seq.* and in the *Deutsche Apotheker Zeitung* (DAZ) no. 35/2009, p. 3922 *et seq.* Most recently amended by the Delegates Assembly of the Pharmaceutical Society of Hesse on 21 June 2022, and published in PZ no. 2/2023, p. 68 and in DAZ no. 2/2023, p. 63.

§ 1

(1) The Delegates Assembly shall be convened and chaired by the President on the instruction of the Management Board and the Executive Committee. The notice period of three weeks shall commence on the date on which the notice of meeting is dispatched. The notice period may be shortened in urgent cases. A provisional agenda shall be provided with the notice of meeting. Notice of meeting may be given in electronic form.

(2) If the President is unavailable, the Vice President shall convene and chair the meeting; if the Vice President is also unavailable, the meeting shall be convened and chaired by a member of the Management Board.

(3) The Delegates Assembly shall meet at least once annually. The Delegates Assembly must meet if convened by the Management Board or if at least one quarter of the delegates so request in writing to the Management Board, stating the reasons for their request. The Delegates Assembly generally adopts its resolutions in public sessions. For specific matters it may exclude the public.

§ 2

(1) The agenda for the Delegates Assembly shall be prepared by the Management Board and the Executive Committee.

(2) Motions to include items on the agenda may be submitted in writing by the members of the Management Board, members of the Executive Committee and any member of the Delegates Assembly; they shall be addressed to the office of the Pharmaceutical Society (*Geschäftsstelle der Landesapothekerkammer*).

(3) Once the provisional agenda has been announced, motions to include additional agenda items may be made up until eight days prior to the start of the Delegates Assembly or, in urgent cases, before the first item on the agenda is addressed.

(4) Resolutions of the Delegates Assembly relating to matters that were not included on the agenda prior to the start of the meeting may only be adopted if at least two thirds of the members of the Delegates Assembly agree to their inclusion on the agenda.

(5) Insofar as the documents relating to the agenda constitute drafts of provisions falling within the scope of Directive (EU) 2018/958 of the European Parliament and of the Council of 28 June 2018 on a proportionality test before adoption of new regulation of professions (OJ EU NO. L 173 p. 25), as amended, they must be published on the Pharmaceutical Society's website for a period of at least two weeks prior to the Delegates Assembly with the opportunity to submit comments. Comments received within that period will be provided to the Delegates in writing or in text form prior to the Delegates Assembly together with a recommendation by the Management Board.

§ 3

(1) An attendance list shall be kept.

(2) The President shall confirm that the meeting has been convened in accordance with the Articles of Incorporation and has quorum, and shall open the meeting.

(3) The Delegates Assembly shall be deemed to have quorum if it has been duly and properly convened and more than half of the number of delegates required by law are present. It shall have quorum until such time as it is found not to have quorum based on a motion to that effect.

(4) A report on the implementation of adopted resolutions shall be presented at the next Delegates Assembly.

(5) Minutes shall be kept of each meeting. The President shall appoint the minute-taker. The minutes must contain the place, date, start and conclusion of the meeting, the number of voting members present, the motions being put to a vote and the text of the resolutions and the results of the vote.

(6) The minutes shall be signed by the President and the minute-taker and sent to each member of the Delegates Assembly within four weeks. The minutes may be sent in electronic form.

(7) If no objection is raised within 14 days after the minutes have been sent, they shall be deemed approved. The Delegates Assembly shall decide on any objections raised in its next meeting.

§ 4

The Delegates Assembly may change the order of the agenda.

§ 5

(1) Speakers shall be given the floor in the order of their presentations. The following persons may speak out of order:

- a) the supervisory authority's representative;
- b) the President;
- c) the chairperson of the Executive Committee;
- d) the managing director;
- e) whosoever wishes to raise a point of order or make factual corrections.

(2) Floor time may be limited or the list of speakers closed by resolution of the Assembly.

§ 6

(1) The following points of order may be raised:

- a) to limit floor time;
- b) to close the list of speakers;
- c) to close deliberations;
- d) to refer the motion or item under deliberation to the Management Board, a committee or another body of the Pharmaceutical Society;
- e) to postpone an item under deliberation;
- f) to move on to the next motion;
- g) to move on to the next agenda item;
- h) to interrupt or postpone the meeting;
- i) to adjourn the meeting.

(2) Points of order shall be given priority over all other motions to be voted on. If several points of order are raised, these shall be addressed in the reverse order of paragraph 1.

(3) Before voting on points of order, the President shall give an opportunity to raise counter points. If the opportunity to raise counter points is not taken, the point of order shall be deemed approved.

(4) Before voting on a motion to close the list of speakers, the chairperson shall read aloud the present remarks.

(5) If a point of order is rejected, the deliberations shall continue.

§ 7

Motions must be submitted in writing or be written into the record by the minute-taker and read aloud. The moving party shall be given the floor first to substantiate the motion and, after deliberations have been concluded, shall have the final word if so desired.

§ 8

Voting shall take place in the order in which the motions were received. More far-reaching motions shall be voted on before the less far-reaching motions and motions for amendment before the primary motions.

§ 9

No member of the Delegates Assembly may be involved in a matter in an advisory or decision-making capacity where that member

1. may directly benefit or suffer a detriment as a result of the decision in the matter;
2. is a relative of a person who falls into the class of persons specified in no. 1;
3. represents a natural person or legal entity under no. 1 by operation of law or power of attorney;
4. is employed by a natural person or legal entity or association and where facts give reason to believe that a conflict of interest exists as a result;
5. holds a position at a legal entity or association under no. 1 as a member of the management board, the supervisory board or equivalent governing body.

§ 10

(1) Voting shall be conducted by a show of hands or by ballot.

(2) In the case of elections, voting shall be conducted by ballot. Voting by ballot shall also be required if one third of the delegates present so require. Voting by roll-call is permitted with a simple majority of votes.

(3) In urgent matters, a resolution of the Delegates Assembly may also procure a resolution by circulation provided that no more than one third of the Delegates Assembly objects to this procedure.

(4) Resolutions of the governing bodies of the Pharmaceutical Society shall be adopted by simple majority, unless the Articles of Incorporation or the Rules of Procedure provide otherwise. In the event of a tie vote, motions shall be deemed rejected.

§ 11

It is incumbent on the President to admonish speakers when they go off topic and, if this recurs, to make them relinquish the floor. In cases of improper or repeated disorderly conduct, the President may expel a member of the Delegates Assembly for one or more meeting days. The affected member shall be entitled to appeal the President's action to the Delegates Assembly. Where possible, a decision on the motion should be made immediately.

§ 12

The provisions of §§ 1-11 shall apply *mutatis mutandis* to meetings of the Management Board, unless otherwise provided below.

§ 13

The Management Board is deemed to have quorum if more than half of its members are present.

§ 14

(1) In urgent cases, the office may, with the consent of the President or the President's representative, procure a resolution by consulting the Management Board in writing or by telephone, provided that none of the members of the Management Board objects to this procedure. In the case of resolutions adopted by telephone, the written text of the proposed resolution must be read aloud to each member of the Management Board.

(2) Resolutions adopted by telephone must be confirmed in writing. They must be submitted to the Management Board in writing or presented to it at the next meeting.

(3) The Management Board shall be informed of the resolution adopted at the latest after its next meeting.

§ 15

(1) The business of the Pharmaceutical Society shall be transacted by the office of the Pharmaceutical Society, the manager of which shall be appointed by the Management Board. The office manager (managing director) shall report to the Management Board.

- (2) The Management Board may authorise the managing director to enter into financial obligations up to a certain amount on the Management Board's behalf in the course of day-to-day administrative business.
- (3) The managing director is the head of the employees of the office. The President, or where the President is unavailable, the President's representative, is the managing director's superior.
- (4) The Management Board may, in collaboration with the Executive Committee of the pension fund, appoint a joint chief managing director. This person then acts as the managing director within the meaning of these Rules of Procedure.
- (5) The managing director shall be entitled and obligated to participate in the meetings of the delegates, the Management Board and the committees in an advisory capacity.
- (6) The Management Board shall report regularly and continuously to the Delegates Assembly on resolutions that have been implemented and material business that has been transacted since the last meeting.

§ 16

In individual cases, the Management Board may delegate the completion of an assignment to a member of the Management Board. The member so authorised shall report to the Management Board on a regular basis.

§ 17

The provisions of §§ 12-16 shall apply *mutatis mutandis* to meetings of the Executive Committee, unless otherwise provided in the pension fund's Articles of Incorporation.

§ 18

- (1) The Delegates Assembly shall appoint a Finance Committee, the members of which may not sit on the Management Board or the Executive Committee. The Finance Committee shall consist of five members who should be members of the Delegates Assembly.
- (2) The Finance Committee comments on the budget and financial planning of the Pharmaceutical Society and the pension fund. The Finance Committee's recommendation must be submitted to the Delegates Assembly if it is not taken into account in the respective budget proposal.
- (3) The chairperson of the Finance Committee, or where the chairperson is unavailable, another member of the Finance Committee, shall present the Finance Committee's opinion on the proposed budget of the Pharmaceutical Society and the pension fund to the Delegates Assembly. The Finance Committee shall have both the right and the obligation to report at any time to the Delegates Assembly on issues involving the fiscal policy of the Pharmaceutical Society of Hesse and the pension fund.
- (4) The invitation by the Finance Committee shall be issued in writing subject to a notice period of 14 days. The agenda and the requisite documents shall be enclosed. The Finance Committee shall meet at least once annually and shall have quorum if more than half of its members are present. Resolutions on supplemental budgets may also be adopted by written procedure.

§ 19

- (1) The Regional Training Officers are tasked with supporting the Pharmaceutical Society's work in their region. They maintain the connection between the office of the Pharmaceutical Society and its members in their region, in particular by organising regional pharmacists' meetings, conducting regional training events and issuing regional circulars.
- (2) As a rule, the Regional Training Officers are required to conduct their correspondence through the office of the Pharmaceutical Society. They must send a copy of their own correspondence to the office of the Pharmaceutical Society.
- (3) The Regional Training Officers require the consent of the Management Board to enter into contracts or issue declarations of intent which operate to create financial obligations on the part of the Pharmaceutical Society. Such consent is to be obtained from the office.
- (4) The position of a Regional Training Officer shall end upon expiry of a term of office of the Delegates Assembly or if the Regional Training Officer is dismissed by the Management Board.

§ 20

Amendments to the Rules of Procedure shall require a majority of two thirds of the Delegates Assembly.

§ 21

The Rules of Procedure enter into force on 1 January 2010.