

ARTICLES OF INCORPORATION of the Pharmaceutical Society of Hesse, Public Corporation,

resolved by the Delegates Assembly of the Pharmaceutical Society of Hesse (*Landesapothekerkammer Hessen*) on 17 June 2009, approved by decree of the Hessian Ministry for Labour, Family Affairs and Health (*Hessisches Ministerium für Arbeit, Familie und Gesundheit*) on 30 June 2009, published in the *Pharmazeutische Zeitung* (PZ) no. 31/2009, p. 2970 *et seq.* and in the *Deutsche Apotheker Zeitung* (DAZ) no. 31/2009, p. 3561 *et seq.*, most recently amended by resolution of the Delegates Assembly of the Pharmaceutical Society of Hesse on 21 November 2018, and last approved by the Hessian Ministry for Social Affairs and Integration (*Hessisches Ministerium für Soziales und Integration*) on 18 December 2018, published in PZ no. 3/2019, p. 80 and in DAZ no. 3/2019, p. 77.

Article 1 Legal status and registered office

(1) The Pharmaceutical Society of Hesse (hereinafter referred to as the "Pharmaceutical Society") is the professional regulatory body for pharmacists in the state of Hesse. It is a public corporation with its own official seal. Its registered office is in Frankfurt am Main.

(2) The Pharmaceutical Society may engage in legal dealings, sue and be sued in its own name. It manages its own assets, which are exempt from liability for the pension fund (*Versorgungswerk*) of the Pharmaceutical Society of Hesse's liabilities. The pension fund's assets are exempt from liability for the Pharmaceutical Society's liabilities.

Article 2 Pharmaceutical Society members

(1) All pharmacists who practise their profession in Hesse are members of the Pharmaceutical Society. Excepted herefrom are members of the profession working in the competent ministry of health, who shall be eligible for voluntary membership.

(2) Pharmacists who do not practise their profession and whose primary residence is in Hesse or who last practised their profession in Hesse and work outside the Federal Republic of Germany, as well as persons who are completing their practical pharmaceutical training in accordance with the Registration Rules for Pharmacists (*Approbationsordnung für Apotheker*) shall be eligible for voluntary membership.

Article 3 Functions

(1) The Pharmaceutical Society's functions shall include in particular:

1. monitoring Pharmaceutical Society members' compliance with their professional duties;
2. promoting continuing professional education and training and development of Pharmaceutical Society members, in particular by implementing and certifying continuing education and training measures for Pharmaceutical Society members; whereby the societies may keep lists of attendance by members of the profession in certified continuing education programmes;
3. ensuring good relations among Pharmaceutical Society members and resolving disputes between members of the profession as well as disputes between them and third parties arising from the practise of their profession; the jurisdiction of other authorities shall remain unaffected;
4. supporting the public health care system in the performance of its functions;
5. issuing expert opinions on relevant issues, naming experts and commenting on draft legislation at the request of the authorities;
6. promoting quality assurance in health care and veterinary services and regulating members' cooperation in ensuring the quality of their professional services;
7. issuing health care professional identity cards and other certificates, including in electronic form, as well as qualified certificates or qualified attribute certificates with information as to the professional licence in accordance with the German Signature Act (*Signaturgesetz*);
8. establishing working groups with societies in the same or other health care professions and with associations which perform statutory social security functions;
9. performing delegated functions (*Auftragsangelegenheiten*) under section 6 of the Health Care Professions Act (*Heilberufsgesetz*, "HeilBerG"), in particular regulating emergency services and of prescription collection points.

Article 4 Regional Training Officers

(1) The Pharmaceutical Society shall appoint Regional Training Officers for:

1. the city of Darmstadt, municipal districts of Bergstraße, Darmstadt-Dieburg, Groß-Gerau, Odenwald, Offenbach;
2. the cities of Frankfurt am Main and Offenbach, municipal districts of Hochtaunus, Main-Kinzig, Wetterau;
3. the city of Kassel, municipal districts of Kassel, Schwalm-Eder, Waldeck-Frankenberg, Werra-Meißner;
4. the city of Wiesbaden, municipal districts of Limburg-Weilburg, Main-Taunus, Rheingau-Taunus;
5. the municipal districts of Fulda, Hersfeld-Rotenburg, Vogelsberg;
6. the municipal districts of Gießen, Lahn-Dill, Marburg-Biedenkopf.

(2) The Regional Training Officers shall be appointed based on the recommendation of the Delegates Assembly. They should be members of the Delegates Assembly. Regional Training Officers who are not members of the Delegates Assembly shall have the right to speak at the Delegates Assembly but shall have no voting right.

Article 5 Governing bodies

The governing bodies of the Pharmaceutical Society are the Delegates Assembly and the Management Board. They are elected for a period of five years. The specifics are governed by the Election Rules.

Article 6 Delegates Assembly

(1) The members of the Delegates Assembly shall represent the interests of all Pharmaceutical Society members on their own responsibility. They are not bound by instructions.

(2) The Delegates Assembly shall decide on issues presented to it by the Management Board or put to it for resolution from among its ranks. The Delegates Assembly shall have exclusive purview over resolutions on the following matters:

1. the Articles of Incorporation;
2. the pension fund's articles of incorporation;
3. the Rules of Procedure;
4. the election and formal ratification of the actions of the members of the Management Board;
5. the Election Rules;
6. the Regulation on Registration;
7. the Professional Code of Conduct;
8. the Dispute Resolution Rules;
9. the Member Contribution Rules;
10. the Administrative Costs Ordinance;
11. the Training and Development Rules;
12. the adoption of the budget and annual financial statements;
13. the preparation of the list of proposed members for the professional tribunals (*Berufsgerichte*);
14. the Budgeting and Accounting Rules.

Article 7 Committees

The Delegates Assembly and the Management Board may establish committees for specific areas of activity for the duration of their term of office. The Delegates Assembly may delegate responsibility for the composition of these committees to the Management Board. Pharmaceutical Society members who are not members of the Delegates Assembly may also be appointed as committee members. If a Training and Development Committee is established, one member of that committee must be a member of the Management Board.

Article 8 Management Board

The Management Board consists of the President, the Vice President and five other members. It is elected from the ranks of the delegates. To the extent that the President or the Vice President is appointed as the chairing member or deputy chairing member of the Executive Committee of the pension fund and accepts the appointment, their membership on the Management Board of the Pharmaceutical Society shall end. It is possible to be elected as an ordinary member of the Management Board.

Article 9 Functions of the Management Board

(1) The Management Board manages the day-to-day business of the Pharmaceutical Society, prepares the meetings of the Delegates Assembly and implements the resolutions adopted by the Delegates Assembly. The members of the Management Board act in an honorary capacity. They may be granted reasonable reimbursement of expenses and a travel allowance. The Management Board shall have the authority to adopt resolutions independently, provided that these do not concern issues which fall within the exclusive purview of the Delegates Assembly or are of fundamental importance. In urgent cases, the office may, with the consent of the President or the Vice President, procure a resolution by consulting the Management Board in writing or by telephone, provided that none of the other members of the Management Board objects to this procedure when asked. 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) The President or Vice President represents the Pharmaceutical Society in and out of court. In individual cases, the President may also appoint other Management Board members to represent the Pharmaceutical Society in the President's stead. The managing director may be granted authority to represent the Pharmaceutical Society in and out of court. Such authority must be granted in writing by the President and the Vice President of the Pharmaceutical Society.

(3) The Management Board shall have at its disposal for the purpose of conducting business an office, the manager of which (managing director) shall be appointed by the Management Board. The managing director shall report to the Management Board. The managing director is the head of the employees of the office.

(4) The Management Board may, in collaboration with the Executive Committee of the pension fund, appoint a joint chief managing director for the Pharmaceutical Society and the pension fund. This person then acts as the managing director within the meaning of paragraph (3). Their deputy shall then have the title of managing director.

Article 10 Contributions and fees

(1) To cover its budgeted costs, the Pharmaceutical Society shall levy contributions from Pharmaceutical Society members in accordance with member contribution rules.

(2) The Pharmaceutical Society shall levy fees and expenses in accordance an administrative costs ordinance, which shall govern

1. official acts, in particular conducting examinations and issuing identity cards, formal evidence of qualifications and other documents;
2. and the use of facilities and objects as well as other services.

Article 11 Obligations of Pharmaceutical Society members

(1) Pharmaceutical Society members shall be required to submit their credentials within one month of commencing professional practise, or within five days in the case of temporary practise of the profession; they shall also notify the Pharmaceutical Society if they discontinue professional practise or if there is any change in their place of residence or establishment.

(2) All notifications to the Pharmaceutical Society of Hesse must be made using the prescribed form. Members must provide additional information concerning the disclosures on the form if such information is necessary to the purposes processing the disclosures. The specifics are governed by the Regulation on Registration.

Article 12 Summonses

Pharmaceutical Society members shall comply with summonses issued by the Pharmaceutical Society. The summons shall state the reasons for the summons.

Article 13 Administrative fines

An administrative fine of up to EUR 5,000 may in the individual case be imposed on:

1. Pharmaceutical Society members who fail to comply with their obligations under Article 11 or the Regulation on Registration in due time or breach other obligations under the Articles of Incorporation;
2. members of the profession who, as citizens of a member state of the European Union or another signatory state to the Agreement on the European Economic Area of 2 May 1992, fail to comply with their notification obligation or submit certificates or attestations required for the provision of services, or breach the obligation to provide information.

The obligor shall be given advance written notice of the imposition of any administrative fine. Administrative fines may not be imposed due to overdue contributions.

Article 14 Jurisdiction of professional tribunals

Violations of professional obligations by Pharmaceutical Society members or members of the profession who are citizens of a member state of the European Union or of another signatory state to the Agreement on the European Economic Area of 2 May 1992 shall be sanctioned in accordance with the Professional Code of Conduct.

Article 15 Voluntary activity

(1) The delegates, members of the Management Board and the committees as well as the Regional Training Officers work in an honorary capacity. They shall be reimbursed for out-of-pocket expenses and lost time in accordance with a reimbursement of expenses ordinance.

(2) An annual reimbursement may be approved by the Delegates Assembly for the expenses of the President, the Vice President and the Regional Training Officers.

Article 16 Rules of Procedure

The Rules of Procedure shall govern the implementation of the Pharmaceutical Society's administrative business as well as the specific procedures for the work of the governing bodies.

Article 17 Official publications

Pharmaceutical Society notices shall be published in the *Pharmazeutische Zeitung* and the *Deutsche Apotheker Zeitung*.

Article 18 Amendments to the Articles of Incorporation

Amendments to the Articles of Incorporation must be approved by two thirds of all delegates

Article 19 Entry into force

The Articles of Incorporation shall enter into force on the day after their promulgation.