

EHF Bylaws

Recitals

The European Headache Federation (EHF) is a non-profit organisation striving to improve the life of those affected by headache in Europe. To this end, the EHF dedicates its efforts to improving awareness of headache disorders and their impact amongst governments, health care providers and consumers across Europe and beyond. One of the EHF's main objectives is to educate Europe about headache. The primary objective is to teach young physicians, neurologists, general practitioners and all those involved in headache management and the burdens caused by headache disorders.

Article 1. Name

The name of the organisation is "European Headache Federation" (hereinafter referred to as the "EHF").

Article 2. Registered seat, branch offices

The registered seat of the EHF is Annagasse 4, 1010 Vienna, Austria. The registered main office of the EHF is EHF, C/O Conventus GmbH, Carl-Pulfrich-Str. 1, 07745 Jena, Germany. Branch offices may be established as required.

The Board may at any time decide to change the location of the EHF offices.

Article 3. Language

The official language of the EHF is English, unless and to the extent otherwise required by law.

Article 4. Purpose, values and funding

The Federation's activities are not driven by profit.

The Federation exclusively and directly serves public-benefit and charitable purposes as defined in Sections 34 et seq. BAO [Federal Fiscal Code], in particular the promotion of the public good by increasing the interest in the research into and conveying an understanding of headache, by promoting headache disorder research, by promoting better care and treatment of headache patients and by providing training for the treatment of headache disorders. Any purposes which may not be privileged in accordance with Sections 34 et seq. BAO are subordinated to the privileged purposes and are pursued to an extent of not more than 10% of the total resources.

4.1 The purpose of the Federation shall be achieved through the following activities and financial means:

- promotion, organisation, implementation and coordination of research activities in the field of headache
- education and training of physicians, scientists and other health workers in the diagnosis and treatment of headaches
- enabling physicians, scientists and other health professionals to participate in established headache research institutions
- encouraging and supporting the establishment of national headache societies in countries where no such society exists, and encouraging and supporting existing headache societies
- promotion, organisation and holding of meetings, seminars, symposiums, conferences, lectures, discussions, courses of study or scientific work alone or together with other specialist societies in the field of headache and related disciplines
- promotion, organisation or publication of printed works, picture and sound recordings or films in the field of headache work, including promotion, organisation and publication of journals, magazines, including the designing of a homepage
- awarding of prizes, medals, certificates and honours to promote studies and scientific work in the field of headache
- cooperation with other national and international specialist societies and authorities in the field of headache work
- contributing to policy actions to raise awareness of headache and funding of headache research
intervention, as an expert council, in policy-making for better healthcare for persons suffering from headache

4.2 To pursue its purposes, the Federation may use vicarious agents as defined in Section 40 (1) BAO. Their actions shall be considered to be the Federation's own actions.

4.3 The Federation may, partly or entirely, act as a vicarious agent for other corporations in accordance with Section 40 (1) BAO.

4.4 The Federation may pass on funds to other institutions as donations in an extent of not more than 10% of the total expenditure or based on Section 40a No. 1 BAO, in which case there must be an intersection of purposes.

4.5 The Federation may, based on Section 40a No. 2 BAO, provide goods and services to other corporations privileged in accordance with Sections 34 et seq. BAO, in which case there must be an intersection of purposes. Such activities must not be performed to an extent of more than 50% of the Federation's overall activities. Benefits shall be charged to the beneficiary at original costs.

4.6 In compliance with the provisions of Section 40b BAO and with appropriate designation of purpose, the Federation may provide money for prizes and scholarships.

4.7 The necessary funds may be raised by

- charging entrance fees and/or membership fees;
- obtaining subsidies and/or grants;
- fundraising, receiving other donations inter vivos and mortis causa;
- generating revenues from events, in particular from giving lectures, holding conferences, congresses etc.;
- generating advertising revenue;
- generating income from asset management (e.g. interest, rent or lease).
- in particular also from the transfer of the rights to stage the annual European Headache Congress (EHC);
- entrance fees and membership fees;
- donations, endowments, legacies, inheritances and grants of all kind;
- sponsorship moneys;
- other contributions to costs;
- granting of funds in accordance with Section 40a No. 1 BAO;
- proceeds from the Federation's economic activities that are not driven by profit, i.e. from business establishments that do not compete with taxable businesses of the same or a similar kind more than is unavoidable for attaining the privileged purposes of the Federation.

Article 5. Non-profit character

5.1 It is stated expressly that the Federation's activities are not driven by profit. Any windfall profits must be used exclusively for attaining the privileged purposes defined in the articles of association.

5.2 The Federation's funds must be used exclusively for the privileged purposes. No person must receive shares in profits and, outside of the purpose of the Federation or without an appropriate service in return, no other gratuities from Federation funds.

5.3 No person must be favoured by administration expenses alien to the Federation's purpose or by disproportionately high remunerations (salaries, fees).

5.4 When they retire or when the Federation is dissolved or terminated, members must not get back more than the capital shares they have contributed and the fair market value of their contributions in kind, which value shall be calculated as of the date at which such contribution was made.

5.5 The principles of expediency, economy, cost-effectiveness and social assistance apply to the management and conduct of the Federation.

5.6 The Federation's business establishments do not compete with taxable businesses of the same or a existing privileged purpose, reference is made to Section 20." similar kind more than is unavoidable for attaining the privileged purposes of the Federation.

5.7 Provided that its purpose and assets allow this, the Federation may have employees or, in general, make use of the services of third parties to attain the purpose.

5.8 As regards the commitment of assets upon dissolution or termination of the Federation or cessation of the formerly

Article 6. Types of membership

All members of the Federation are regular members. Regular members are members who fully engage in the work of the Federation.

Article 7. Acquisition of membership

6.1 Only legal entities of a state that primarily deal with the topic of headaches (national headache societies) can be members of the Federation. Natural persons cannot be members of the Federation. Only one society per country can be a member of the Federation. Such society must have legal capacity in the respective state, must focus on the topic of headaches and must have a democratic organisational structure.

7.2 However, a group of persons not having legal personality may become a member of the Federation in exceptional cases if there is no other way due to the particularities of the country concerned. Such group of persons must likewise focus on the topic of headaches. Moreover, the group must appoint a representative to act as contact person and to look after its interests. Such group of persons must also have a democratic organisational structure of the kind a legal entity usually has. The appointed representative of the group of persons shall continue to be the contact person for the Federation until the group of persons appoints another person to act as contact person.

7.3 Applications for membership as a regular member shall be addressed to the Executive Board. The final decision about admission as a member shall be made by the General Assembly of Delegates, based on a proposal by the Executive Board. An application can be rejected, stating the reasons for the rejection.

7.4 Before the formation of the Federation, the members are temporarily admitted by the founders of the Federation. Any membership shall become effective only after the Federation has been formed.

Article 8. Termination of membership

8.1 Membership shall expire in case of loss of legal personality, if a member voluntarily terminates its membership and/or if the member is excluded. Groups of persons who do not have legal capacity themselves but are members of the Federation shall lose their membership when the group of persons is dissolved. This shall be the case whenever the group of persons has less than five remaining members.

8.2 Membership may be terminated only at the end of a year by giving three months' notice. Any notice of termination shall be served to the Executive Board.

8.3 A member may be excluded for an important reason at the request of the Executive Board, based on a resolution of the Board. Important reasons include, in particular, the following:

- The requirements for membership have not been met from the outset and/or are subsequently not fulfilled during the membership.
- The member fails to act in the interests of the Federation despite a warning.

- Financial contributions have not been made on time despite a reminder.
- Any other culpable, dishonourable conduct.

Article 9. Rights and obligations of member states

9.1 The members of the Federation are entitled to participate in events to which the Federation invites them and to use the facilities of the Federation. They may also exercise their right to vote at the General Assembly of Delegates and may nominate persons for election (passive right to vote).

9.2 Each member has the right to demand that the Executive Board hand over the Bylaws.

9.3 A group of members comprising not less than one-tenth of the membership may require the Executive Board to convene a General Assembly of Delegates.

9.4 At each General Assembly of Delegates, the Executive Board shall inform the members about the activities and the financial management of the Federation. If requested by not less than one-tenth of the membership, stating their reasons, the Executive Board shall also provide such information to the members concerned within four weeks.

9.5 The Executive Board shall inform the members about the audited annual financial statements (accounting). If such information is provided at the General Assembly of Delegates, the auditors must be involved.

9.6 Members are obliged to promote the interests of the Federation to the best of their ability and to refrain from anything that might damage the reputation and purpose of the Federation. Members are obliged to comply with the bylaws of the Federation and any resolutions passed by its bodies.

9.7 Members shall not be entitled to a share in the success or the assets of the Federation. The Federation will not pay any unscheduled or disproportionately high remunerations to its members for administrative tasks.

9.8 There can only be one Board member entitled to vote per member state.

Article 10. Bodies of the Federation

- General Assembly of Delegates
- Board:
 - Executive Board
 - Members at Large
- Auditors
- Arbitral tribunal

Article 11. General Assembly of Delegates

11.1 The General Assembly of Delegates is the "Ordinary Members' Meeting" within the meaning of the Act on Associations, 2002. The Federation shall each year hold a General Assembly of Delegates as its Annual General Meeting in addition to any other meetings in that year, and shall specify the meeting as such in the notices calling it, and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Federation and that of the next.

11.2 An extraordinary General Assembly of Delegates shall be held

- upon a resolution of the Executive Board or the ordinary General Assembly of Delegates;
- upon written request by not less than one-tenth of the membership;
- upon request by the auditors;
- upon a Board decision.

11.3 Invitations to an ordinary or extraordinary General Assembly of Delegates shall be sent to all members not less than two weeks prior to the date of the event, by letter or email to the last known (email) address and stating the agenda.

11.4 Agenda items for the General Assembly of Delegates shall be submitted to the Executive Board by letter or email not less than three days prior to the date of the General Assembly of Delegates.

11.5 Valid resolutions can be passed only on items listed on the agenda. Provided that all members of the Federation agree to additional items on the agenda and to additional resolutions, such resolutions may also be passed with legal effect but only if at least two-thirds of the members are present at the General Assembly of Delegates. Likewise,

resolutions on requests to convene a (further) ordinary or extraordinary General Assembly of Delegates may also be passed at any time.

11.6 All members are entitled to participate in the General Assembly of Delegates. Each member has one vote. A member may be represented by an authorised person. Voting rights may be transferred only to other members of the Federation by way of written authority.

11.7 The General Assembly of Delegates shall have a quorum irrespective of the number of members present. The meetings of the General Assembly of Delegates shall be held either at the registered office of the Federation, as a virtual meeting or at the location of a congress organised by the Federation, in conjunction with such congress. Participation in the General Assembly of Delegates via video conference is admissible, provided that the technical requirements are met and the Executive Board has pointed this out in the invitation. Members wishing to participate virtually in a General Assembly of Delegates shall provide their email address not less than 48 hours prior to the start of the General Assembly of Delegates, so as to enable transmission of the login credentials for virtual participation. The risk associated with virtual participation shall be borne by the member so participating. Should the connection not be established and/or be interrupted, the risk shall be borne solely by the member. Nevertheless, resolutions may be passed validly.

11.8 Resolutions at the General Assembly of Delegates shall be passed by a simple majority vote. However, any resolution to change the Federation's bylaws or to dissolve the Federation shall require a qualified majority of two-thirds of the valid votes cast.

11.9 The General Assembly of Delegates shall be chaired by the President. Should the President be unable to attend, the first or the second Vice President shall take the chair. Should both of them also be prevented, the most senior member serving on the Board shall take the chair.

Article 12. Tasks of the General Assembly of Delegates

12.1 The following tasks are reserved for the General Assembly of Delegates:

- Resolution on the annual estimate
- Receipt and approval of the statement of accounts and the closing of accounts with the involvement of the auditors

- Election of Board members and auditors
- Approval of legal transactions between Board members or auditors and the Federation
- Discharge from an office
- Determination of the amounts of entrance fees and membership fees
- Passing of resolutions on amendments to the bylaws or the voluntary dissolution of the Federation
- Advice and decision-making regarding all other items on the agenda
- Admission of new members or dismissal of existing members

12.2 The chairperson of the General Assembly of Delegates chairs the meetings, gives speakers the floor and asks speakers to yield the floor and puts motions to the vote. The chairperson ensures that minutes are kept and records the wording of the resolutions adopted in the minutes, including the voting results.

Article 13. The Board

The Board is in charge of the management of the Federation. It is the "management body" as defined in the Austrian Act on Associations, 2002 ("Österreichisches Vereinsgesetz").

13.1 The Board consists of the Executive Board and the Members at Large.

13.2 There can only be one Board member entitled to vote per member state.

13.3 Elections to the Board shall take place at the ordinary General Assembly of Delegates.

13.4 The Board shall be elected for a period of two years, starting at the time of appointment and approval of the Board at the ordinary General Assembly of Delegates. All members of the Board shall resign from office at the date of the second ordinary General Assembly of Delegates of the Federation that is held thereafter. Each member of the Board shall hold office until the end of the second ordinary General Assembly of Delegates after the annual ordinary General Assembly of Delegates at which they were elected.

13.5 Meetings of the Board shall be convened by the President or, if the President is prevented, by the first or the second Vice President, stating the reasons for such inability

to attend. The Board shall have a quorum if all members have been invited and at least half of them are present. Meetings of the Board may also take place via video conference. The resolutions of the Board shall be passed by a simple majority vote and recorded in minutes. In the event of a tie, the chairperson shall have the casting vote.

13.6 The Board shall perform the tasks assigned to it in the Articles of Association. The Board is the core team which, together with the General Assembly of Delegates, performs the tasks of the Federation.

13.7 It is not permissible to pay fees to EHF Board members for their participation in Board meetings or for the performance of any other tasks for or on behalf of the EHF. However, all costs associated with travel (including accommodation expenses) incurred in connection with journeys made for or on behalf of the EHF or the EHF Board shall be reimbursed.

Article 14. Executive Board

14.1 The Executive Board consists of five natural persons: the President, the President Elect (or first Vice President), the second Vice President, the Treasurer and the General Secretary. Although the immediate Past President is a member of the Executive Board, it has no voting right.

14.2 The Executive Board shall be elected by the General Assembly of Delegates. Only the (natural) persons proposed by the members specified in Art. 5.1 can be elected, and only if the proposal is supported by at least two other members. Any proposed member of the Executive Board must be a member of a society specified in Art. 5.1 that proposes him/her for election.

14.3 The first members of the Executive Board are the persons named in Appendix 1 to these bylaws. They shall exercise their office until the date of the first ordinary General Assembly of Delegates. The first ordinary General Assembly of Delegates shall be convened by the Executive Board within one year of the founding of the Federation. At this first ordinary General Assembly of Delegates, the current President (according to Appendix 1) shall become Past President. The President Elect shall become President and the second Vice President shall become first Vice President.

The second Vice President, the Treasurer and the General Secretary shall be elected.

14.4 After the first ordinary General Assembly of Delegates, each term of office shall be two years, starting at the time of election of the entire Board at the ordinary General Assembly of Delegates. With the exception of the General Secretary and the Treasurer, the members of the Executive Board of the Federation shall not be eligible for re-election at an ordinary General Assembly of Delegates to the same office that they held immediately before that ordinary General Assembly of Delegates. Both the General Secretary and the Treasurer shall be eligible for re-election for a maximum of one consecutive term of office and shall then, if willing to act, be eligible for election to some other office on the Executive Board. Each Executive Board member shall serve one term of office after their election. Thereafter, the President shall automatically become Past President and the President Elect shall automatically become the new President. All other offices (first Vice President, second Vice President, Treasurer and General Secretary) shall be elected. With the exception of the President, the President Elect and the Past President, no person can serve more than three terms of office on the Executive Board. An Executive Board member cannot be re-elected once it has resigned.

14.5 The proposal for election to the Board (election requirement 11.3), together with the necessary declarations of support, must be received by the Executive Board not less than 14 days prior the start of the General Assembly of Delegates.

14.6 Should the President resign during its term of office, the President Elect shall automatically become its successor. The office of President Elect shall be filled provisionally in accordance with the following provisions and a new President Elect shall be elected at the next ordinary General Assembly of Delegates, although its term of office will be shorter because the President Elect will also automatically succeed at the end of the term of office. Should a Past President resign as a member of the Executive Board during its term of office, the office shall remain vacant. Should any other member of the Executive Board resign during its term of office, the Executive Board shall have the right to co-opt another eligible person to replace the retiring member until the next General Assembly of Delegates. The ordinary election of such Executive Board member shall be held at the next General Assembly of Delegates. Co-optation shall require the majority of the votes of the remaining members of the Executive Board.

14.7 Meetings of the Executive Board shall be convened by the President or, if the President is prevented, by the first or the second Vice President, stating the reasons for such inability to attend. The Executive Board shall have a quorum if all members have

been invited and at least half of them are present. Meetings of the Executive Board can also take place via video conference. The resolutions of the Executive Board shall be passed by a simple majority vote and recorded in minutes. In the event of a tie, the chairperson shall have the casting vote.

14.8 The term of office of a member of the Executive Board shall end when the member dies or resigns or is dismissed or when its term of office expires. The General Assembly of Delegates can at any time dismiss the entire Executive Board or any individual member of the Executive Board. Such dismissal shall take effect upon the appointment of the new Executive Board or the new Executive Board member.

14.9 A member of the Executive Board can resign from office at any time by giving written notice. The letter of resignation shall be addressed to a remaining member of the Executive Board or, in the event of resignation of the entire Executive Board, to the General Assembly of Delegates. In the latter case, the resigning Executive Board shall convene an extraordinary General Assembly of Delegates, stating this agenda item and enclosing the letter of resignation. The General Assembly of Delegates convened in this way shall elect a new Executive Board. The resignation shall take effect upon the election of the new members of the Executive Board at the extraordinary General Assembly of Delegates. In any event, however, the resignation shall take effect at the latest at the end of the extraordinary General Assembly of Delegates, even if the remaining members of the Federation have not agreed on a new Executive Board.

Article 15. Tasks of the Executive Board

The Executive Board is in charge of the management of the Federation. It is the management body as defined in the Act on Associations. It is in charge of all tasks that are not assigned to a different federation in the Articles of Association. In particular, its area of activity comprises the following:

- Setting up of an accounting system that meets the requirements of the Federation, including, as a minimum requirement, the continuous recording of income and expenses and the keeping of a list of assets; these activities may also be delegated to an authorised tax consultant/public auditor
- Preparation of an annual estimate, the statement of accounts and the closing of accounts
- Preparation and convening of the General Assembly of Delegates

- Informing the members of the Federation about the Federation's activities, the management of the Federation and the audited annual financial statements
- Management of the Federation's assets
- Hiring and dismissal of employees of the Federation
- Informing about and preparation of the meetings of the Board

Article 16. Representation of the Federation

16.1 The President shall have power of sole representation to represent the Federation in its relations to third parties, both in court and out of court. This power of representation shall apply irrespective of any internal provisions regarding resolutions. The other members of the Executive Board represent the Federation jointly with the President.

16.2 Irrespective of the President's power of sole representation to the outside world, all legal transactions shall require a resolution of the Executive Board, except where a decision has already been made in the context of the annual estimate. In the event of imminent danger, the President shall be entitled to enter into legal transactions independently and on its own responsibility, even without such resolution. However, any such transaction shall require immediate subsequent approval by the Executive Board.

Article 17. Members at Large

17.1 The Members at Large consist of not less than four and not more than eight natural persons. The Members at Large are elected by the General Assembly of Delegates at the proposal of a member. Such proposal shall require the support of two other members. In addition to this, the nominees must be members of a national headache society/headache group which in turn must be a member of the Federation. Proposals for election must be submitted, together with the declarations of support, not less than 14 days prior to the General Assembly of Delegates.

17.2 The Members at Large are part of the Board and shall directly support the Executive Board in its activities.

17.3 The dean of the "School of Advanced Studies (SAS)", the representative of the "Future Headache Expert's (FHE)" and the editor of the official journal of the Federation are permanent guests to the Board. These persons may attend Board meetings without having voting rights.

17.4 Each Member at Large shall hold office for two years, starting at the time of election of the entire Board at the ordinary General Assembly of Delegates. A Member at Large shall finally retire from the Board after a maximum of two terms in office, unless it is elected to the Executive Board. When the maximum number of two terms in office as a Member at Large has been reached, a Member at Large cannot be re-elected.

17.5 Board meetings shall be convened at the proposal of the Executive Board or at the request of at least two Members at Large. Meetings of the Board shall be chaired by the President or, if the President is prevented, by the first or the second Vice President. The same provisions that apply to the meetings of the Executive Board shall apply.

Article 18. Financial year, audits

18.1 The financial year of the EHF is the calendar year.

18.2 The EHF shall appoint an Auditor as defined in the Act on Associations who shall be elected by the General Assembly of Delegates for a period of four years. The Auditor shall have the rights and obligations of an auditor in accordance with this section 17 and the Austrian Act on Associations, 2002 ("Österreichisches Vereinsgesetz").

With the exception of the General Assembly of Delegates, an Auditor cannot be a member of any other body, i.e. an Auditor cannot at the same time be a member of the Executive Board or the Board. However, an Auditor needs not be a member of a headache society.

18.3 The Auditors shall be responsible for the continuous control of the business and the auditing of the financial management of the Federation with respect to the correctness of the accounting and the use of the funds in accordance with the Articles of Association. The Executive Board shall be obliged to provide the Auditors with all necessary documents requested by them and to provide information. The Auditors shall report the results of the audit to the Executive Board and/or the General Assembly of Delegates.

18.4 Legal transactions between Auditors and the Federation shall require the approval of the General Assembly of Delegates.

Article 19. Arbitration

19.1 Any disputes arising from the Federation relationship shall be referred to the Federation's internal arbitration board. The arbitration board is an arbitration body as

defined in the Act on Associations and not an arbitration court in accordance with Sections 577 et seq. ZPO [Code of Civil Procedure].

19.2 The arbitration board has three members. They shall either be a member of the Board or be authorised to represent another member of the Federation. When applying to the arbitration board, a member shall be named as arbitrator simultaneously with the submission of the request in which the point at issue and the desired decision are stated. The Executive Board shall send the request to the other party in the dispute within seven days, requesting that party to name a member as arbitrator in the arbitration process.

The two arbitrators appointed in this way shall within 14 days elect a third member to chair the arbitration board. Should the two arbitrators be unable to agree on the third member, they shall each write down their proposal and the third member shall be chosen by lot. A member of the arbitration board must not be a member of any body - with the exception of the General Assembly of Delegates - that is involved in an activity which is the subject-matter of the dispute.

19.3 The decision of the arbitration board shall be passed by a simple majority vote after hearing both parties in the presence of all its members. The arbitration board shall decide to the best of its knowledge and belief and, where this is necessary, based on legal advice. The decisions shall be final within the Federation.

Article 20. Amendment of the Bylaws

These Bylaws may be amended or repealed, and new Bylaws may be adopted at the proposal of the Board by an affirmative majority vote of the General Assembly of Delegates.

Any amendment of the Bylaws shall be served on the Delegates four weeks prior to the assembly.

Article 21. Dissolution

21.1 The resolution to dissolve the EHF shall be passed by the General Assembly of Delegates. The voluntary dissolution of the Federation can only be decided at a General Assembly of Delegates with a two-thirds majority of the valid votes cast.

21.2 The General Assembly of Delegates shall pass a resolution concerning the assets of the EHF, if any. The General Assembly of Delegates shall appoint a liquidator and pass a resolution as to whom to transfer the assets of the EHF that remain after payment of all

liabilities. In the case of liquidation of the EHF, these assets shall, as far as possible and permissible, be transferred to a non-profit organisation for the promotion of charitable objectives within the meaning of Sections 34 et seq. of the Austrian Tax Order ("Bundesabgabenordnung"), preferably for the promotion of research, teaching and science in the field of neurology. The above shall apply also if the EHF ceases to promote its non-profit purpose.

21.3 The last Board of the EHF shall inform the competent authorities in writing of the voluntary dissolution.

These Bylaws have been ratified in Wien, Austria, in August 2023.

For the sake of readability, the generic masculine is used throughout in these Bylaws but equal importance is attached to all genders.