

# STATUTES OF EFDMA

## „European Fascial Distortion Model Association (EFDMA)“

### *1 Name, seat and area of business*

1. Association name: „European Fascial Distortion Model Association (EFDMA)“;
2. EFDMA's headquarters are in Vienna/Austria. The association's activities cover all of Austria as well as the entire European continent.
3. This association is a registered NGO according to its definition in §§ 34 to 47 of the Austrian Federal Fiscal Code.
4. The establishment of branch associations is intended and one of EFDMA's aims.

### *2 Purpose and scope of business*

EFDMA's primary aims are promoting science and research in the areas of the **Fascial Distortion Model (FDM)** and the „**Typaldos Method**“, commemorating the creator of the Fascial Distortion Model, **Stephen P. Typaldos** and advocating health, education and advanced training.

The **Fascial Distortion Model** is a specific medical approach which attributes the causes of various injuries and complaints of the human musculoskeletal system to specific distortions in the body's fascia or connective tissue. This clinical model allows for new treatment possibilities like the Typaldos Method, where distorted fasciae are reset into their correct position by a trained physician applying specific manual maneuvers. The result is an instantaneous and complete recovery.

### *3 Means of reaching the association's primary aims*

EFDMA's primary aims should be met by promoting science and education as well as by employing any other appropriate means to broaden the scope of knowledge and training in the field.

The regulations defined by the Austrian Medical Association and other relevant federal bodies and guilds are to be observed at all times.

#### *3.1 Appropriate ideological means are:*

1. Seminars and conventions, informal get-togethers or discussions, exchanges of knowledge regarding applied methodology;
2. Individual and group consultations as well as events or seminars aiming to give members an understanding of the basic teachings relating to the Fascial Distortion Model (FDM) and the Typaldos Method;
3. Workshops;
4. Collaboration in, assistance with and completion of research assignments;
5. Lectures and seminars relating to the FDM treatment approach;
6. Funding, development and manufacture of new and innovative products designed to solve issues relating to the association or FDM in accordance with the association's primary aims;

7. Establishing a communications center;
8. Publishing internal communications;
9. Acquisition and provision of appropriate reading material corresponding with the association's primary aims; establishing an FDM-specialized library;
10. Creating and structuring seminars and courses in order to train Fascial Distortion Model (FDM) and Typaldos Method instructors as well as to deepen specialist knowledge and know-how;
11. Preparation of curricula and certification processes
12. Promotion of a national and international cooperation of physicians and other health professionals working with FDM;
13. Organization and hosting of congresses;
14. Implementation and stipulation of quality standards among FDM therapists as well as monitoring a strict adherence to those standards;
15. Dissemination of the association's principles via various media (written or audio-visual);
16. Hiring and certifying appropriate personnel and creating conditions, an environment and an infrastructure necessary to enable research and scientific work in accordance with the association's primary aims.

*3.2 The necessary financial resources shall be acquired as follows:*

1. Contributions from supporters as well as subsidies;
2. Hosting seminars;
3. Proceeds from space rented out to events and organizations relating to the association's primary aims;
4. Monetary compensation for event participation;
5. Entrance and membership fees;
6. Compensation for books, teaching material and audio/ visual recordings relating to the promotion of the association's primary aims;
7. Proceeds from social events;
8. Hosting flea markets;
9. Donations, inheritances and other bequests;
10. Registering a business indispensable to field tests and the practical application of acquired subject-related knowledge;
11. Income from in-house activities according to the applicable statutory regulations as well as from stakes in other corporations, particularly joint-stock companies;
12. Acquisition and sale of goods like T-Shirts or stickers provided they serve to either promote the association identity or its interests. Careful consideration has to be given to ensure that every activity is purely non-commercial and serves the association's aims only. Also, any such activity is only permitted if indispensable to some or all of EFDMA's primary aims. Beyond a certain, essential point, the activity shall not be any competition to other, similar companies subject to taxation. Any financial surplus gained from said activity shall only and directly serve the interests and promotion of the association. The association's members are not permitted to accept any share of the profit or other contribution from the association's funds. The same applies to members who resign their membership or in the event of suspension or dissolution of the entire association.

No individual shall benefit from expenses not conducive to the association's interests or from a disproportionately high compensation.

#### *4 Types of Membership*

1. EFDMA's members are structured into full, associate and honorary members;
2. Full members are those individuals who partake in the association's regular tasks. Their membership status is fully valid, active and recognized by the association's board;
3. Associate members are those who pay a membership fee and utilize the association's services;
4. Honorary members are those who have their special membership bestowed upon them by the general assembly following a motion made by the board. It is awarded to individuals for outstanding services to the association;
5. Members who no longer meet their membership status requirements may be downgraded according to their contribution. Members will be notified immediately in case of any change in their membership status.

#### *5 Becoming a member*

1. Any individual or legal personage can become a member of the association;
2. Full membership of the association is obtainable by any individual certified to practice FDM and the Typaldos Method as well as physicians, physiotherapists and alternative practitioners who are residents of a European country. Full membership is also obtainable by legal personages or associations meeting the requirements;
3. Associate membership is obtainable by individuals residing in any European country;
4. EFDMA's board reserves the right to approve or refuse full or associate memberships. Any membership application can be declined without stating any reasons;
5. Honorary memberships are awarded by the general assembly following a motion made by the board.

#### *6 Termination of membership*

1. Membership is automatically terminated in cases of death (in legal personages in case of loss of legal entity status), voluntary resignation, cancellation or expulsion;
2. Cancellation of membership is effective on the 31st of December of that year;
3. A full member may choose to change their status to associate member instead of resigning their membership entirely;
4. The board may expel an associate member if they are behind on membership fee payments for longer than six months and are in receipt of two written overdue payment demands. This does not affect the obligation to pay the remaining membership fees due;
5. The expulsion of a full member can be ordered by the board in cases of gross negligence of membership responsibilities or in cases of dishonorable behavior. The individual holding full membership shall be notified immediately and in writing of the

board's decision to revoke said membership. An appeal against the decision is possible within 14 days of receipt of the decision and shall be directed at the association's sitting president at the next ordinary or extraordinary general assembly. The membership shall be inactive until the president's final decision on the appeal;

6. Full members no longer able to participate in EFDMA's duties may have their status changed to associate or honorary member by the board.

7. The revocation of honorary membership may be decided by general assembly following a motion by the board for reasons stated in section 4.

## *7 Membership rights and obligations*

1. Members are entitled to participate in all of the association's events and utilize its services. Only full members have full voting rights in the general assembly as well as active and passive electoral rights (with the exception of auditors who may be associate or non-members);

2. Full members are required to perform administrative, organizational and conceptual duties for the association with due frequency;

3. Members are required to make every effort to promote EFDMA's principles and refrain from any activity which might taint the association's reputation or interests. All members are required to observe the association statutes and any formal decisions made by the association's representatives;

## *8 EFDMA's representatives*

EFDMA's representatives are the general assembly, the board, the auditors, the managing director, the secretary and the court of arbitration.

## *9 The general assembly*

1. The general assembly is a member's convention in accordance with the association law of 2002. An ordinary general assembly takes place every two years;

2. An extraordinary general assembly may take place upon a formal decision by the board or the ordinary general assembly, requiring a written petition by at least one tenth of all full members or upon request by auditors within a timeframe of four weeks;

3. All members are to be invited by the board with at least four weeks' notice to any ordinary as well as extraordinary general assembly via appropriate means such as internal messages, announcements on the association notice board at the official club house or via a written invitation. Invitations are required to state agenda details;

4. Motions to the general assembly are required to be addressed to the board and arrive at least 14 days prior to the next general assembly in writing;

5. Resolutions will only be recognized as valid if they appear on the agenda and are evident in the assembly invitation. These include resolutions on a change in statutes, establishment of a foundation, establishment of branch associations and the dissolution of the association. This section excludes motions to convene an extraordinary general assembly;

6. All members have the right to participate in the general assembly. Only full members have the right to vote. Each member counts as one vote (legal personages are to be

represented by an authorized delegate). It is permitted to transfer voting rights to another member via official authorization. One member may not execute voting rights for more than two people;

7. Each member is only permitted to transfer their voting rights once within a period of two consecutive general assemblies;

8. The general assembly shall have a quorum if half or more of all members entitled to vote are present. Should the general assembly not have a quorum at the stipulated hour of assembly, it shall be postponed by 30 minutes. After that, the general assembly shall have a quorum without regard for the number of members present;

9. As a rule, any elections or resolutions by the general assembly require a simple majority in order to be passed. Resolutions concerning the changing of statutes or dissolution of the association require a qualified majority of two thirds of the valid votes cast;

10. The acting president or, in case of absence, his/her deputy shall be recognized as the general assembly chair. Should both the president and deputy be absent, the eldest assembly member present shall assume chair duties.

### *10 General assembly duties*

1. Formal receipt and approval of statement of accounts;
2. Appointment and removal of members of the board and the auditing team;
3. Assessment of entrance and membership fees for full and associate members;
4. Decisions on appeals against expulsions as well as against changes in membership status invoked by the board;
5. Resolutions on changes in statutes or the voluntary dissolution of the association;
6. Deliberations and resolutions on other issues on the assembly agenda;
7. Conferment or revocation of honorary memberships.

### *11 The board*

1. The board consists of 2 to 7 members, among them the acting president, deputy, treasurer and secretary. The position of branch association manager is optional. Further positions are to be filled with deputies;

2. The board is elected by the general assembly. In case of an elected member's resignation or departure from office, the board is authorized to co-opt another electable member in his/her stead. In such a case, the official approval shall be obtained retroactively at the next general assembly;

3. The board shall be active for a term of two years or until a new board has been elected. Retired or inactive board members may be re-elected;

4. The acting president or, in case of absence, his/her deputy shall be the board's official representative;

5. The board shall have a quorum if all of its members have been invited and at least half of those are present;

6. Any board resolutions need a simple majority of votes in order to be passed. In case of a tie, the board chairman shall cast the deciding vote;

7. If the governing body only consists of two members, then the presence of both members as well as their unanimity is required to pass a resolution, adhering to the so-called Two-Man-Rule;
8. The board's acting president or, in case of absence, his/her deputy shall be the board chairman. Should both the president and deputy be absent, the eldest assembly member present shall assume chair duties;
9. Aside from death or predetermined expiration of office, the term of office for board members shall expire upon expulsion or resignation;
10. The general assembly may relieve the entire board or individual members of their duties but requires a two-thirds majority of votes cast to do so;
11. Board members may at any time declare their resignation in writing. The letter of resignation is to be directed to the board or, in case of resignation of the entire board, to the general assembly. The resignation shall not be effective until a successor is elected or co-opted.

## *12 Duties of the board*

The board is required to oversee the association. It is the governing body in accordance with the association law of 2002. The board's duties cover everything not designated to another association body or department by EFDMA's statutes. The board's range of duties includes the following in particular:

1. Drawing up of the statement and closing balance of accounts;
2. Preparation of the general assembly;
3. Convening ordinary and extraordinary general assemblies;
4. Managing the association's assets;
5. Admission, status change, exclusion and expulsion of association members;
6. Employment and dismissal of association employees.

## *13 Special obligations of individual board members*

1. The board president shall be the association's highest official. His/her duties include representing the association externally as well as any dealings with authorities and third parties. The board president shall be acting chair of the general assembly and the board;
2. In cases of imminent danger, he/she is authorized to decide even on matters of the general assembly's or the board's responsibility at his/her own discretion. Any such decisions require a retroactive approval by the proper association body or department;
3. The board secretary's duties include taking minutes at the general assembly and any board meetings;
4. The board treasurer is responsible for the proper management of the association's finances;
5. In case of absence, the duties of president and treasurer may be assumed by deputies designated by the statutes or selected by the board;
6. The president may delegate external representational duties for the association to a branch manager. Those duties shall lie within the scope of the branch manager's responsibilities. The branch manager and his/her deputy are required to fulfill the

general and specific duties conferred to them thoroughly and diligently and report back to the board chairperson regularly and comprehensively about the duties relating to their branch;

7. Should board members be entrusted with tasks going above and beyond the scope of their predetermined duties, they may invoice the association for their services, similar to other members or external individuals.

## *14 Managers*

Managers may be assigned to supervise branches of the association, enterprises owned by the association or to manage areas within the association that can be organizationally separated from the rest of the departments. The appointment of managers rests with the board. Managers are subject to the board's right of direction and control and are accountable to the board. They can be dismissed or recalled by the board by a simple majority vote. They individually hold signatory power within the association for their designated areas.

The managers' compensation is to be stipulated by a service or employment contract adequate to the task criteria. A board member may be appointed as manager if a clear separation of managerial and board duties is possible.

## *15 Auditors*

1. Two auditors shall be elected for a term of two years by the general assembly. They may be reelected;
2. The auditors' duties include the supervision of ongoing business as well as verification of the closing of accounts, the result of which they are required to report to the general assembly;
3. The auditors may not be members of the board;
4. For all other auditing issues, sections 11 (3), (9) and (10) shall apply correspondingly.

## *16 Secretary*

1. The secretary's duties include management of the front and back office and responsibility for day-to-day operations according to the board's instructions;
2. A board member may be appointed as secretary if a clear separation of secretarial and board duties is possible;
3. The secretary is subject to the board's directives.

## *17 The synod of FDM instructors*

1. The synod consists of all officially EFDMA-trained and certified FDM instructors. The synod is responsible for the EFDMA's training regulations and issues the FDM training curriculum;
2. Synod members meet regularly in order to reassess and adapt the EFDMA's training regulations.

## *18 The court of arbitration*

1. The court of arbitration is to be consulted in all EFDMA-related disputes;
2. It shall consist of three members. Each disputing party is required to nominate a full association member to the court within 14 days, either voluntarily or after being formally requested to do so by the opposing disputing party or the board. The nominated individuals shall agree on a chairperson within 14 days. The chairperson can be a non-member. Should an agreement not be reached, then the chairperson will be designated by the board. If one of the disputing parties does not designate an arbitrator in due time, the board is required to nominate a member for that party at the lowest possible cost, upon formal request by the opposing disputing party and at the board's discretion;
3. The court of arbitration finalizes its decisions with all members present on a simple majority vote and to the best of its members' knowledge and judgment. Those decisions are to be considered final within the association;
4. The general assembly is required to agree on a resolution concerning separate rules of procedure for the court of arbitration. These rules will be valid for all proceedings that have not been resolved at the date of resolution.

## *19 Association branches*

1. The association builds local branches to assist in the association's organization, the admission of members, membership administration issues, the distribution of FDM-related material and the organization of advanced training courses and seminars for FDM therapists;
2. Branches are not considered separate legal entities and don't hold their own set of statutes. They are individually managed but legally dependent organizational sub-units of EFDMA.

## *20 Dissolution of the association*

1. The voluntary dissolution of EFDMA can only be decided on during an extraordinary general assembly convened solely for that reason and needs a two-thirds majority of valid votes cast in order to be passed;
2. That same general assembly is then also required to decide upon issues of liquidation of potential financial assets belonging to EFDMA, to designate a liquidator and to pass a resolution on the identity of the beneficiary or beneficiaries of the financial assets remaining after any outstanding bills or debts have been cleared;
3. In case of such a dissolution or the loss of tax-supported status, these remaining financial assets are to be donated to a church-based or charitable organization according to §§ 34 et seq. of the Federal Fiscal Code.