

The official titles and functional descriptions in these bylaws appear in the shorter, male, version but apply to women and men equally.

Bylaws

§ 1 Name, statutory seat, fiscal year

- (1) The name of the association reads "BioRN Network e.V."
- (2) The statutory seat of the association shall be Heidelberg.
- (3) The fiscal year of the association is the calendar year.

§ 2 Purpose of the association

- (1) The association pursues exclusively and directly public benefit purposes in terms of section "Tax-privileged purposes" of the German Tax Code (AO). The purpose of the association shall be the promotion of science and research. The purpose of the bylaws shall be achieved specifically by the coordination, evaluation, monitoring, and support of research and development projects and by carrying out or assisting with scientific conferences in the field of biotechnology in a broad sense.
- (2) The association is altruistic and does not primarily pursue aims serving the association's own economic purposes.
- (3) All holders of association offices act on a voluntary basis. Any decision amending the bylaws shall first be submitted to the relevant tax office before being filed with the registration office.

§ 3 Membership requirements

- (1) Ordinary members of the association may be scientific organizations, business enterprises, regional authorities, chambers and other facilities active in the field of, or promoting biotechnology.
- (2) The written application for membership is to be addressed to the executive board, which decides on acceptance by a simple majority.
- (3) Persons or organizations that do not meet the criteria of paragraph 1 may join the association as extraordinary members without voting rights. Acceptance is subject to a unanimous decision by the executive board.

§ 4 Termination of membership

- (1) Membership ends:
 - a) upon dissolution of the organization or the death of the member;
 - b) through voluntary resignation;
 - c) through deletion from the list of members;
 - d) through expulsion from the association.
- (2) Voluntary resignation is effected by written declaration to any member of the executive board. It is valid only with effect as of the end of a calendar year subject to a three-month period of notice.
- (3) A member may be deleted from the list of members by decision of the executive board if he is in arrears with payment of the membership fee despite two reminders. Deletion may not be resolved until three months have passed since the second reminder was sent. The member must be informed about the deletion.
- (4) A member who has grossly contravened the interests of the association can be expelled from the association by resolution of the executive board. Prior to adoption of the resolution the member must, within a reasonable period of time, be given the opportunity to justify himself to the executive board in person or in writing. The expulsion decision must be substantiated with reasons which shall be sent to the member by registered letter. The member has the right to appeal the expulsion decision of the executive board at a members' assembly. The appeal must be filed with the executive board within one month after receipt of the expulsion decision. If the appeal is received in time, the board must convene a members' assembly to decide on the appeal. Should the executive board fail to do so, the expulsion decision is deemed not to have been adopted. If the member fails to appeal the expulsion decision or misses the deadline for appeal, he accepts the decision with the consequence that his membership is deemed to be terminated.

§ 5 Financing of the association's expenses

- (1) The association finances its activities by means of membership fees, contributions and donations from its members and third parties.
- (2) Ordinary members are obligated to pay a membership fee. The type and amount of such fee as well as the payment terms shall be established by the members' assembly in the membership fee regulations.
- (3) Association funds may be used only for the purposes defined in the bylaws. The members receive no allowances from the association's funds. No person may benefit from expenditures that are not connected with the purpose of the association or from disproportionately high remunerations.

§ 6 Organs of the association

- (1) The executive board
- (2) The board of trustees
- (3) The members' assembly

§ 7 The executive board

- (1) The executive board consists of the chairman, the deputy chairman and up to sixteen further members. The member's assembly decides on the number of the executive board members.
- (2) The chairman should have a scientific background and the deputy chairman should have an economical background.
- (3) The association is represented judicially and extra-judicially by two members of the executive board, whereas the chairman or the deputy chairman must be among them.

§ 8 Responsibilities of the executive board

- (1) The executive board is responsible for all of the association's affairs that are not delegated by the bylaws to another organ of the association. Above all, the executive board is responsible for:
 - a) Deciding about project ideas and projects proposed by the board of trustees
 - b) Preparing the members' assemblies and drawing up the agendas
 - c) Convening the members' assembly
 - d) Executing the resolutions passed by the members' assembly
 - e) Drawing up a budget for each fiscal year; accounting; preparing an annual report
 - f) Deciding about the admission and expulsion of members and deleting members from the membership list
- (2) The executive board decides on expenditures within the budget limits.

§ 9 Term of office of the executive board

The members of the executive board are elected by the members' assembly for a period of two years from the date of election; however, they remain in office until their successors have been elected. They may be re-elected. Each member of the executive board must be elected individually. Should a member of the executive board resign during his term of office, the executive board may appoint a substitute member for the remainder of the resigning member's term.

§ 10 Resolutions by the executive board

- (1) Resolutions are generally taken by the executive board in executive meetings which are convened by the chairman or, in the event that he is prevented, by the deputy chairman, in writing, by telephone, or using electronic media and by stating the agenda. In every case notice must be given at least three days in advance. The executive board constitutes a quorum when at least two members of the board, whereas the chairman and/or the deputy chairman must be among them, are present. Resolutions are decided by a majority of the valid votes cast. In the case of a tied vote, the vote cast by the leader of the executive meeting is decisive. The executive meeting is led by the chairman or, if he is prevented, by the deputy chairman. The resolutions of the executive board are to be recorded for evidentiary purposes and signed by the leader of the meeting. The minutes shall contain the place and date of the executive meeting, the names of those who participated, the decisions taken, and the outcome of the vote.
- (2) A decision by the executive board can be made in writing if all members of the board agree with the written resolution and with the provision to be decided upon.

§ 11 The board of trustees

- (1) The board of trustees consists of a maximum of twelve members. Candidate members of the board of trustees are nominated by the members mentioned below and elected by the executive board in agreement with the other members of the board of trustees. The following each have the right to nominate one member of the board of trustees: "AbbVie Deutschland GmbH & Co. KG", "BASF SE", "Deutsches Krebsforschungszentrum (DKFZ)", "Europäisches Molekularbiologisches Laboratorium Heidelberg (EMBL)", "Hochschule Mannheim", "Small and medium-sized enterprises (SME)", "Merck KGaA", "Max-Planck-Institut für medizinische Forschung, Heidelberg (MPI)", "Industrie- und Handelskammer Rhein-Neckar", and "Roche Diagnostics GmbH". The University of Heidelberg can nominate two candidates, one of them from the clinical field. Decisions about further memberships are taken by the executive board in agreement with the board of trustees.
- (2) The members of the board of trustees are elected for a term of three years from the date of election; however, they remain in office until a successor has been elected. Each member of the board of trustees must be elected individually.
- (3) Members of the executive board may not simultaneously be members of the board of trustees.
- (4) The board of trustees is an advisory body. Its task is to advise the executive board in particular concerning the choice of biotechnology project ideas and biotechnology projects. Its deliberations, documents regarding decisions, and resolutions are to be treated as confidential.

- (5) The board of trustees should meet when necessary, but at least twice a year. The board of trustees is convened by the chairman or the deputy chairman of the executive board, in agreement with the chairman of the board of trustees, in writing, by telephone, or using electronic media at least one week ahead of the date and stating the agenda. The board of trustees must convene when at least two of its members request so in writing from the executive board. If the request is not met within two weeks, the members of the advisory board who have requested the meeting from the executive board are authorized to convene the board of trustees themselves.
- (6) All members of the executive board and the managing director of the association have the right to attend and to speak at the meeting of the board of trustees, but they do not have voting rights. These persons shall be informed about the meetings of the board of trustees. The chairman of the board of trustees may bring guests to the board of trustees meetings if the board agrees to this in each individual case.
- (7) The members of the board of trustees elect one of their number as chairman and one as deputy chairman. The meetings of the board of trustees are chaired by the chairman or, if he is prevented, by the deputy chairman; if the latter is also unable to attend, the meeting is chaired by that member of the board of trustees who has belonged to the board for the longest period. In case of doubt, the members of the board of trustees who are in attendance appoint the meeting chairman.
- (8) The board of trustees forms its opinion by resolution. Resolutions are decided by a majority of the valid votes cast.
- (9) Should a member of the board of trustees resign prior to the end of his term of office, the executive board appoints a substitute for the remainder of the resigning member's term according to paragraphs 1 and 2 above.
- (10) The resolutions of the board of trustees are to be recorded for evidentiary purposes and signed by the chairman of the given meeting.

§ 12 Members' assembly

- (1) Every ordinary member has one vote in the members' assembly. An ordinary member may be granted power in writing to exercise another member's voting right. This authorization must be granted separately for each members' assembly. However, one member may not represent more than three other members.
- (2) The members' assembly is responsible exclusively for the following matters:
 - a) Approval of the budget drawn up by the executive board for the next fiscal year, acceptance of the executive board's annual report; discharge of the executive board;
 - b) Stipulation of the membership fee according to § 5 para. 2;
 - c) Election and dismissal of the members of the executive board and dismissal of the members of the board of trustees;
 - d) Rules of procedure for the executive board;

- e) Resolutions pertaining to amendment of the bylaws, amendment of the purpose of the association, and dissolution of the association;
- f) Decision regarding the appeal against an exclusion resolution of the board.

In matters that fall within the scope of responsibility of the executive board, the members' assembly can make recommendations to the executive board. For its part, in matters that fall within its scope of responsibility, the executive board can seek the opinion of the members' assembly.

§ 13 Convening the members' assembly

The ordinary members' assembly shall take place at least once a year. It is convened by the chairman of the executive board in writing, with three weeks' notice and by stating the agenda. The period of notice starts on the day following that on which the invitation is sent. The invitation letter is deemed received if it was sent to the last address given by the member to the association in writing. The agenda is determined by the executive board.

§ 14 Resolutions by the members' assembly

- (1) The members' assembly is headed by the chairman of the executive board or, if he is prevented, by the deputy chairman or another member of the executive board. If no member of the executive board is present, the assembly appoints the head. In the case of elections, the leadership of the assembly can be transferred to an election chairman for the period of the ballot and the preceding discussion.
- (2) The voting procedure is determined by the assembly chairman, unless otherwise stipulated in these bylaws. Voting shall take place by secret ballot if requested by one third of the members who are present and entitled to vote.
- (3) The members' assembly is private. The chairman of the assembly may permit guests. The executive board decides about admitting representatives of the press, radio, and television.
- (4) The members' assembly constitutes a quorum when at least one fourth of all association members are present. If no quorum is constituted, the executive board is authorized to call for a second members' assembly with the same agenda one hour later, waiving all provisions for convening and holding of a members' meeting as to form and time; this meeting then constitutes a quorum regardless of the number of members present. This must be indicated in the invitation.
- (5) The members' assembly reaches decisions in general with a simple majority of the valid votes cast; abstentions are therefore not taken into account. To amend the bylaws, however, a majority of three fourths of the valid votes cast is required; to amend the purpose of the association and to dissolve the association a majority of four fifths is necessary.
- (6) For elections, the following procedure applies: If a candidate does not attain the majority of the valid votes cast in the first round, the election is repeated with only the two candidates with the highest numbers of votes.

- (7) Minutes are to be drafted about the decisions of the members' assembly and are to be signed by the chairman of the given assembly. The following facts must be contained therein: the place and time of the assembly; the name of the assembly chairman; the number of members present, divided into ordinary and extraordinary members; the agenda; the individual voting results; and the voting procedure. In case of amendments to the bylaws, the exact wording of the amended parts must be stated.

§ 15 Supplementary proposals to the agenda

Every member may propose to the executive board in writing, not later than one week prior to the day of the members' assembly, that further matters be added to the agenda; this does not apply for proposals pertaining to fundamental decisions. The members must be notified about the supplementary proposals to the agenda in accordance with sentence 1 at least three days prior to the members' assembly. § 13, sentences 3 and 4 shall apply correspondingly. To the extent that he holds the inclusion of additional items in the agenda to be pertinent, the chairman shall amend the agenda accordingly at the beginning of the members' assembly. The members' assembly decides for or against the inclusion of supplementary proposals which the chairman does not consider to be pertinent. A majority of three fourths of the valid votes cast is necessary for inclusion of supplementary proposals in the agenda and for acceptance of the request.

§ 16 Extraordinary members' assembly

The executive board can call an extraordinary members' assembly at any time. Such assembly must be called if the interests of the association require so or if at least 10% of all members request it of the executive board in writing, stating the purpose and the reasons. For extraordinary members' assemblies §§ 12, 13, 14, and 15 shall apply correspondingly.

§ 17 Dissolution of the association

The dissolution of the association can be decided only in a members' assembly with the majority of valid votes cast as stipulated in § 14. Unless the members' assembly decides otherwise, the chairman and deputy chairman of the executive board are the liquidators and are authorized to represent the association jointly. Sentence 2 also applies in the event that the association is to be dissolved for other reasons or loses its legal capacity.

In the case of the dissolution or annulment of the association or the discontinuation of its tax-privileged purposes, the assets of the association are distributed to the association "Zukunft Metropolregion Rhein-Neckar e.V.", which must use them directly and exclusively for non-profit, charitable, or church-related purposes.