

## **Statutes**

### **Article 1 Name, registered offices, fiscal year**

- (1) The association bears the name “BioRN Network e.V.”
- (2) The association has its registered offices in Heidelberg.
- (3) The fiscal year of the association is identical with the calendar year.

### **Article 2 Purpose of the association**

- (1) The association pursues, solely and directly, non-profit purposes as per the “Tax-privileged purposes” section of the German Fiscal Code. The purpose of the association is to promote science and research.
- (2) The statutory purpose will be pursued in particular by the following activities:
  - Promotion of medical research and development with the increasing integration of interface technologies in the areas of biotechnology (biotech), medical technology (medtech), and digital health solutions (digital health).
  - Coordinating, evaluating, assisting and supporting research and development projects, and carrying out and supporting scientific events.
- (3) The association pursues altruistic goals; profit is not its primary objective.
- (4) All holders of association offices work on a voluntary basis. Any resolution amending the statutes shall be submitted to the local tax office prior to registering it with the registry court.

### **Article 3 Acquiring membership**

- (1) The association has regular and supporting members.
- (2) Scientific institutions, commercial enterprises, regional authorities, chambers and investors can become regular members of the association, along with other institutions that are active in the area of the association’s purpose as set forth in Article 2 or promote such activities.
- (3) A written application for membership shall be sent to the executive board, which decides on it by a simple majority vote.
- (4) Natural persons who do not fulfill the criteria of Paragraph 2 above can join the association as supporting members without eligibility to vote. Acceptance requires a unanimous decision of the executive board.

- (5) Natural persons who have performed honorary services for the association can join the association as honorary members without eligibility to vote and without the obligation to pay membership dues. Acceptance requires a unanimous resolution of the executive board and the consent of the honorary member.

#### **Article 4 Termination of membership**

- (11) Membership shall terminate:
  - a) Upon dissolution of the institution or death of the member
  - b) By voluntary departure
  - c) By deletion from the membership list
  - d) By exclusion from the association
- (2) Voluntary departure is effected by making a written declaration to a member of the executive board. It is permitted only at the end of a calendar year and requires compliance with a notice period of three months.
- (3) A member can be deleted from the membership list by resolution of the executive board if the member is in arrears with the payment of the membership dues despite two late payment notices. The cancellation comes into effect only after three months have passed after mailing of the second late payment notice. The member shall be notified of the deletion.
- (4) A member can be excluded from the association by resolution of the executive board if the member has flagrantly violated the association's interests. Before a resolution is adopted, the member shall be given an opportunity with a reasonable deadline to explain himself or herself in person before the executive board or in writing. The resolution on exclusion shall include grounds and be communicated to the member by registered letter. The member shall have a right to bring an appeal against the executive board's exclusion resolution to the members' assembly. This appeal must be submitted to the executive board within a period of one month after receipt of the exclusion resolution. If the appeal has been submitted in good time, the executive board shall convene the members' assembly within two months for a decision on the appeal. If this does not occur, then the exclusion resolution shall be deemed not adopted. If the member does not exercise the right to appeal the exclusion resolution or if the member fails to do so within the appeal period, then the member submits to the exclusion resolution with the consequence that membership is deemed terminated.

#### **Article 5 Financing of association expenses/membership dues**

- (1) The association finances its expenses by dues from members, assistance contributions, public support, and donations from its members and third parties.
- (2) Regular members are required to pay membership dues. Type, amount, and modalities of payment shall be set by the members' assembly in membership dues regulations that require the consent of at least 2/3 of the votes cast.
- (3) Funds of the association are only permitted to be used for purposes in accordance with the statutes. The members receive no benefits from the funds of the association. No individual is permitted to benefit from expenditures that are unrelated to the purpose of the association or from disproportionately high remuneration.

## **Article 6 Governing bodies of the association**

The association's governing bodies are:

- a) The executive board
- b) The strategic advisory board
- c) The scientific advisory board
- d) The members' assembly
- e) Additional governing bodies (e.g. a business office, committees, working groups) can be formed and their tasks and duties set by resolution of the members' assembly.

## **Article 7 executive board**

- (1) The executive board of the association consists of the chairman, the deputy chairman, and three to ten additional members.
- (2) The association is represented in and out of court by two members of the executive board, including the chairman or deputy chairman.
- (3) The executive board works for the association on a voluntary basis.
- (4) The executive board shall hold a meeting as needed, but no less than four times per year.

## **Article 8 Responsibilities of the executive board**

- (11) The executive board is responsible for all matters of the association insofar as they are not assigned to another governing body of the association pursuant to these statutes. The executive board is above all responsible for:
  - a) Deciding on project ideas and projects after review and recommendation by the scientific advisory board
  - b) Preparing the members' assemblies and drawing up the agendas
  - c) Convening and conducting the members' assembly
  - d) Carrying out the resolutions of the members' assembly
  - e) Drawing up a budget for each fiscal year; accounting; preparing an annual report
  - f) Adopting resolutions on acceptance and exclusion of members, as well as deletion of members from the membership list
  - g) Nominating members to staff the strategic advisory board for submission to the members' assembly
  - h) Election of the members of the scientific advisory board
- (11) The executive board shall decide on expenditures within the framework of the budget.

## **Article 9 Appointment of the managing director**

The executive board can set up a business office for the management and administration of association business, which will be led by a managing director. The managing director(s) is/are responsible for carrying out ongoing association business in accordance with the guidelines of the executive board. He/She is responsible to the executive board and is required to report to the executive board. Setting up the business office and appointing and recalling managing directors require the consent of the members' assembly.

## **Article 10 Term of office of the executive board**

- (1) The members of the executive board shall be elected by the members' assembly for a term of two years, calculated from the date of the election. Re-election is possible.
- (2) Each executive board member should in principle be elected separately. Permitted election procedures are an overall election, a list election or block election, a special collective election, or a postal ballot. The chair of the members' assembly makes the decision on the type of election and how it will be carried out.
- (3) If the departure of one or more members of the executive board during their term of office results in the executive board not having the minimum number of members, then an extraordinary members' assembly shall be convened with early new elections.

## **Article 11 Adoption of resolutions by the executive board**

- (1) The executive board generally adopts its resolutions at executive board meetings, which are convened in writing, by telephone, or using electronic media by the chairman, or if he/she is unavailable, by the deputy chairman, specifying the agenda. Members of the strategic advisory board shall be notified of planned executive board meetings and may participate in these meetings as advisors upon request. A convocation period of seven days shall be complied with in all cases. The meetings can also take place virtually or in a hybrid format. The executive board has a quorum if at least three members of the executive board are present, including the chairman and/or deputy chairman. The executive board members can also be present by telephone or virtually. Resolutions are deemed adopted by a majority of valid votes cast. In case of a tie, the vote of the chair of the executive board meeting shall decide. The chairman shall chair the executive board meeting; if he/she is unavailable, the deputy chairman shall chair it. The resolutions of the executive board shall be recorded to provide proper proof and shall be signed by the chair of the meeting. The minutes shall include the place and date of the executive board meeting, the names of the participants, the resolutions adopted, and the results of the vote.
- (2) An executive board resolution can be adopted using written or text (electronic) means if all executive board members grant their consent to this type of adoption of resolutions and to the provision to be adopted.

## **Article 12 Scientific advisory board**

- (1) The scientific advisory board consists of no fewer than six members. Members of the scientific advisory board should come from science and industry and advise and represent the association in the scientific advisory board.
- (2) The members of the scientific advisory board shall be elected and appointed by the executive board for a term of two years calculated from the date of the election. Each member of the scientific advisory board should generally be elected separately. Permitted election procedures are an overall election,

a list election or block election, a special collective election, or a postal ballot. The chairman of the executive board makes the decision on the type of election and how it will be carried out. Members of the scientific advisory board cannot simultaneously be members of the strategic advisory board.

- (3) Executive board members cannot simultaneously be members of the scientific advisory board.
- (4) The scientific advisory board is an advisory body. It has the task of advising the executive board particularly in the selection and evaluation of project ideas and projects. In principle, project ideas can be submitted by all members; it is the duty of the scientific advisory board to evaluate them objectively and scientifically. Its discussions, resolution documentation, and resolutions shall be treated as confidential.
- (5) Meetings of the scientific advisory board should occur as needed. The scientific advisory board shall be convened in writing, by telephone, or using electronic media by the chairman or the deputy chairman of the executive board in consultation with the chairman of the scientific advisory board with a notice period of at least one week, specifying an agenda. The meetings can also take place virtually or in a hybrid format. The scientific advisory board shall be convened when at least two members of the scientific advisory board request in writing that the executive board convene it. If this request is not complied with within a period of two weeks, the members of the scientific advisory board that requested that the executive board convene it are entitled to convene the scientific advisory board themselves.
- (6) All executive board members, all members of the strategic advisory board, and the managing directors of the association shall have the right to attend and to speak at the meetings of the scientific advisory board, but not the right to vote. These individuals shall be notified about the meetings of the scientific advisory board. The chairman of the scientific advisory board can include guests in the meetings of the scientific advisory board if the scientific advisory board consents to them on a case-by-case basis.
- (7) The members of the scientific advisory board elect a chairman and a deputy chairman from their ranks. The meetings of the scientific advisory board shall be chaired by its chairman, or if he/she is unavailable, by its deputy chairman; if the deputy chairman is also unavailable, the meeting shall be chaired by the member of the scientific advisory board who has been a member of the scientific advisory board for the longest period. In case of doubt, the members of the scientific advisory board present shall determine the chair of the meeting.
- (8) The scientific advisory board expresses its opinion by adoption of resolutions. The scientific advisory board has a quorum when at least half of the members of the scientific advisory board are present. Members can also be present by telephone or virtually. Resolutions are deemed adopted by a majority of valid votes cast. In case of a tie, the vote of the chair of the meeting shall decide (see Para. 7).
- (9) If a member of the scientific advisory board leaves before the end of their term, the executive board shall appoint a substitute member for the remaining term of office of the departed member in accordance with the provisions of Para. 1 and Para. 2.
- (10) The resolutions and recommendations of the scientific advisory board shall be recorded to provide proper proof and shall be signed by the respective chair of the meeting. The minutes shall include the place and date of the meeting, the names of the participants, the resolutions adopted, and the results of the vote.

### **Article 13 Strategic advisory board**

- (1) The strategic advisory board consists of no less than 7 members. The strategic advisory board should be composed of the various interest groups of the association. The executive board shall take into account the equilibrium of the interest groups.
- (2) The members of the strategic advisory board shall be nominated by the executive board. Additional nominations can come from the members. The strategic advisory board is elected by the members' assembly for a term of two years calculated from the date of the election. Each member of the strategic advisory board shall be elected separately. Permitted election procedures are an overall election, a list election or block election, a special collective election, or a postal ballot. The chair of the members' assembly makes the decision on the type of election and how it will be carried out. Members of the strategic advisory board cannot simultaneously be members of the scientific advisory board.
- (3) Executive board members cannot simultaneously be members of the strategic advisory board.
- (4) The strategic advisory board is an advisory body. It has the task of advising the executive board particularly on strategic issues or reviewing executive board decisions. Its discussions, resolution documentation, and resolutions shall be treated as confidential.
- (5) The strategic advisory board or its members can participate in executive board meetings as advisors upon request.
- (6) After majority adoption of a resolution, the strategic advisory board has the right of initiative to recommend topics to the members' assembly for a decision.
- (7) The strategic advisory board shall hold a meeting as needed, but no less than twice per year. The meetings can also take place virtually or in a hybrid format. The strategic advisory board shall be convened in writing, by telephone, or using electronic media by the chairman or the deputy chairman of the executive board in consultation with the chairman of the strategic advisory board with a notice period of at least one week, specifying an agenda. The strategic advisory board shall be convened when at least two members of the strategic advisory board request in writing that the executive board convene it. If this request is not complied with within a period of two weeks, the members of the strategic advisory board that requested that the executive board convene it are entitled to convene the strategic advisory board themselves.
- (8) The members of the strategic advisory board elect a chairman and a deputy chairman from their ranks. The meetings of the strategic advisory board shall be chaired by its chairman, or if he/she is unavailable, by its deputy chairman; if the deputy chairman is also unavailable, the meeting shall be chaired by the member of the strategic advisory board who has been a member of the strategic advisory board for the longest period. In case of doubt, the members of the strategic advisory board present shall determine the chair of the meeting.
- (9) The strategic advisory board expresses its opinion by adoption of resolutions. Resolutions are deemed adopted by a majority of valid votes cast.
- (10) The recommendations of the strategic advisory board shall be recorded in minutes of resolutions to provide proper proof and shall be signed by the respective chair of the meeting.
- (11) If the departure of one or more members of the strategic advisory board during their term of office results in the strategic advisory board not having the minimum number of members, then the executive board shall appoint a substitute member for the remaining term of the last departing member.

#### **Article 14 Members' assembly**

- (1) Each regular member shall have one vote in the members' assembly. Another regular member can be empowered in writing to exercise eligibility to vote. This proxy shall be issued separately for each members' assembly. However, a single member shall not hold more than three proxy votes.
- (2) The members' assembly is exclusively responsible for the following matters:
  - a) Approving the budget for the next fiscal year prepared by the executive board, acceptance of the annual report of the executive board, approval of the actions of the executive board
  - b) Determining the membership dues pursuant to Article 5 Paragraph 2
  - c) Electing and recalling members of the executive board
  - d) Nominating and electing of the members of the strategic advisory board
  - e) Adopting, amending, and canceling rules of procedure for the executive board
  - f) Adopting resolutions on amending the statutes, amending the purpose of the association, and dissolving the association
  - g) Adopting resolutions on an appeal against an exclusion resolution by the executive board
  - h) The nomination list for the executive board and the strategic advisory board should be sent with a notice period (3 weeks) prior to the members' assembly.
- (3) The members' assembly can adopt recommendations to the executive board for matters that are within the executive board's area of responsibility. For its part, the executive board can obtain the opinion of the members' assembly on matters in its area of responsibility.

#### **Article 15 Convening the members' assembly**

- (1) The regular members' assembly should take place once a year. It is convened by the chairman of the executive board in writing (Article 127 of the German Civil Code (BGB)), complying with a notice period of three weeks, specifying the agenda. The notice period begins on the day following dispatch of the invitation letter. The invitation letter shall be deemed received by the member when it is addressed to the most recent address communicated to the association by the member in writing (postal address, fax number or email address). The executive board adopts the agenda.
- (2) The executive board shall determine within the invitation whether the members' assembly shall be held in real or virtual form. It is also possible to convene a hybrid event. In the case of a virtual or hybrid event, the access data shall be sent to the members by e-mail. In this case, the e-mail address will be used which the member has made known to the Association. Further details, in particular the name of the tool to be used for the virtual meeting, shall be communicated to the members separately with the invitation. The access data may not be passed on by the member.
- (3) The executive board or the strategic advisory board can convene an extraordinary members' assembly at any time. It must be convened when required by the interests of the association or if such convocation is requested in writing from the executive board by at least 10% of all members, specifying the purpose and the reasons. Articles 12, 13, 14 and 15 apply accordingly to the extraordinary members' assembly.

#### **Article 16 Adoption of resolutions at the members' assembly**

- (1) The members' assembly shall be chaired by the chairman, or if he/she is unavailable, by the deputy chairman or another member of the executive board. If no executive board member is present, the

assembly determines its chair. At elections, chairing the meeting can be transferred to an election officer during the election process and the preceding discussion.

- (2) The meeting chair shall decide upon the type of ballot unless otherwise provided for in these statutes. The voting must be by secret ballot if one-third of the members present with voting power so request. In the case of a virtual or hybrid members' assembly, the type of voting shall depend on the possibilities of the tool used. The chairperson of the assembly will announce the type of voting.
- (3) The members' assembly is not public. The meeting chair can permit guests. The executive board shall decide on admitting the press, radio, and television.
- (4) Any duly convened general meeting of members shall have a quorum regardless of the number of members present and shall pass resolutions by a simple majority. A tie vote shall be deemed a rejection.
- (5) The members' assembly generally adopts resolutions by a simple majority of the valid votes cast; therefore, abstentions are disregarded. However, a majority of three-fourths of the valid votes cast is necessary to amend the statutes or to amend the purpose of the association, and a majority of four-fifths to dissolve the association.
- (6) The following shall apply to elections: If no candidate has obtained a majority of the valid votes cast in the first ballot, then a runoff election will occur between the two candidates who obtained the largest number of votes.
- (7) Minutes shall be taken of the resolutions of the members' assembly and shall be signed by the chair of the respective assembly. The minutes should contain the following findings: Place and date of the assembly, the name of the meeting chair, the number of members present, subdivided into regular and extraordinary members, the agenda, the results of the individual votes, and the type of vote. In case of amendments to the statutes, the precise wording of the amended portions shall be specified.

#### **Article 17 Retroactive requests for the agenda**

Until no later than one week prior to the date of the members' assembly, each member can request in writing that additional matters be placed on the agenda retroactively; this shall not apply to requests relating to fundamental resolutions. The retroactive requests for the agenda pursuant to the previous sentence must be communicated to the members by no later than three days prior to the members' assembly. Article 13, Sentences 3 and 4 apply accordingly. At the beginning of the members' assembly, the meeting chair shall supplement the agenda accordingly insofar as they consider the inclusion of additional agenda items to be relevant. The members' assembly shall decide on including requests in the agenda that the meeting chair does not consider relevant. A majority of three-fourths of the valid votes cast is necessary to include retroactive request in the agenda and for accepting the request.

#### **Article 18 Dissolution of the association**

- (1) The dissolution of the association can only be adopted in a members' assembly with the majority of votes as specified in Article 14. Unless the members' assembly determines otherwise, the chairman and the deputy chairman of the executive board are liquidators entitled to jointly represent the association. Sentence 2 applies accordingly if the association is dissolved for a different reason or loses its legal capacity.
- (2) In case of dissolution or revocation of the association or in case of lapse of non-profit purposes, the assets of the association shall accrue to the association "Zukunft Metropolregion Rhein-Neckar e.V.", which shall use them directly and exclusively for non-profit, charitable, or religious purposes.