

biosaxony e.V.

Statutes

Section 1

Name, registered office, legal form, financial year

- (1) The name of the Association is 'biosaxony e.V.'.
- (2) The Association is listed in the Register of Associations.
- (3) The registered office of the Association is in Dresden.
- (4) The financial year is the calendar year. The first financial year is defined as the period from the establishment of the Association until the following 31 December.

Section 2

Purpose of the Association

- (1) The Association promotes the development of modern biotechnology and related fields in the Free State of Saxony by creating a network of science, business, education, financial services, technology transfer and supporting partners (including outside Saxony).
- (2) The Association brings together experience and expertise to support the Association's members and generates interdisciplinary synergies.
- (3) The Association promotes the development of Saxony into a leading centre of business, research and education for modern biotechnology and related fields.
- (4) The Association works with national and international biotechnology clusters and interest groups.

Section 3

Fulfilment of the Association's purpose and its responsibilities

- (1) Although the Association is not primarily economically active, it may acquire a stake in, purchase outright or set up commercial companies in order to fulfil the Association's purpose. Liabilities and additional funding obligations are limited by the Association's assets.
- (2) The Association provides members with support and advice within its means.
- (3) The Association conducts thematic economic and research policy lobbying.
- (4) The Association supports the work of its members by means of thematic working groups.
- (5) If regionally active associations, organizations or authorities are members of the Association, the Association and the companies it influences shall observe the principle of subsidiarity in their operations. This applies in particular to activities concerning the establishment of enterprise and spin-offs in Saxony.
- (6) The Association has in particular to perform the following responsibilities on behalf of its members:

- Enabling regional, national and international corporate and research collaboration
- Brokerage of advice for entrepreneurs and start-ups
- Brokerage of capital market services
- Pooling of experience and know-how as well as building up an information and communication platform which can be used by its members
- The regional and national representation of the Association
- Supporting members in the development of marketing strategies as well as their participation in conferences and exhibitions
- The initiation and promotion of research and development projects
- Focusing and representing the interests of the Association's members
- Regional public relations work with the involvement of local authority and political decision-makers
- Cooperation with interest groups and networks in other high-tech sectors
- Supporting research, teaching, technology transfer, training and development

The Association is authorized to take all necessary action appropriate to its objectives.

Section 4 Membership

- (1) The Association has full and supporting members as well as honorary members.
- (2) Members can be natural persons of age, legal entities and groups of individuals.
- (3) Applications to join are to be submitted to the Executive Board in writing. Applications from legal entities and groups of individuals must indicate who will represent them in the Association. The Association is to be notified of any changes to representatives.
- (4) Applications to join shall be decided by the Executive Board. Each applicant will be notified of its decision in writing. If an applicant is turned down, within a month following the receipt of written rejection they may demand the right to appeal to the next Ordinary General Meeting. The decision of the Ordinary General Meeting is final.
- (5) All full members have equal rights. They support the Association in carrying out its duties and are obliged to pay their membership dues on time.
- (6) Legal entities, commercial partnerships and groups of individuals may exercise their membership rights via a representative appointed in writing. This applies in particular to the attendance of General Meetings and the exercise of voting rights.
- (7) Individuals who have rendered outstanding services to the Association and its objectives may be granted honorary membership by the General Meeting following a motion put forward by the Executive Board. Honorary members are exempt from members' dues and charges and may attend all the Association's events.
- (8) Paying members of the MedTechSaxony association may join biosaxony free of charge.

Section 5
Termination of membership

- (1) All a member's rights shall cease upon the termination of membership. Membership shall cease upon the death of natural persons, the dissolution of legal entities and groups of individuals, the resignation or expulsion of a member, or the dissolution of the Association.
- (2) Resignation must be declared in writing to the Executive Board with six months' notice to the end of a financial year.
- (3) The Executive Board may expel a member for good cause if the member's conduct grossly violates the Statutes or the interests of the Association, or if the member's assets are subject to insolvency proceedings. Good cause also exists if a member is more than six months in arrears with their annual membership dues despite two reminders. Before expulsion is decided, the member is to be given an opportunity to comment.
- (4) If a member is expelled by the Executive Board, they may appeal to the General Meeting (unless the Executive Board has already referred the matter to the General Meeting). This appeal must be lodged by the member with the Executive Board within a cut-off period of one month from the receipt of the resolution of expulsion.

Assuming the appeal is received in time, the Executive Board must convene a General Meeting within eight weeks to take the final decision regarding expulsion. The General Meeting shall be quorate regardless of the number of full members present. Membership shall cease when the cut-off period expires or the resolution confirming expulsion has been passed by the General Meeting.

- (5) On leaving the Association, members have no claim to the Association's assets.

Section 6
Membership dues

- (1) The funds required by the Association in order to carry out its purpose are to be raised through:
 - Membership dues
 - Additional voluntary contributions and other donations
 - Grants and subsidies
- (2) The level and time of payment of membership dues are to be set by the General Meeting in the fees rules, which require the approval of at least 75% of the votes cast.
- (3) The level of membership dues is determined by the fees rules.

Section 7
Use of funds

- (1) Association funds may only be used for purposes which comply with the Statutes. Members do not receive payments from the Association's funds. On leaving the Association, they may not have contributions they have made to the Association returned and shall have no claim whatsoever to the assets of the Association.

- (2) The termination of membership shall not exempt members from the payment of monetary obligations to the Association incurred hitherto.
- (3) Only grants, subsidies, additional voluntary contributions and other donations which have already been received or bindingly pledged may be included in financial planning.
- (4) No person may benefit from expenditure which is alien to the purpose of the Association. Expenses may be reimbursed against receipts.

Section 8 Organs of the Association

- (1) The organs of the association are:
 - The General Meeting
 - The Executive Board
- (2) The members of the organs are not to be paid for their work.

Section 9 Elections and ballots

- (1) Resolutions are usually taken at the General Meetings. Outside General Meetings, resolutions may be passed in writing. This procedure must be approved by at least two thirds of the members by letter, fax or email.

Motions can only be tabled by the Executive Board. They are to be sent to the members by letter, fax or email. The Executive Board may set a reasonable time limit by which votes must be received by the Association. Requests for votes to be cast must be accompanied by notification that the requirements for this procedure under the Statutes have been met.
- (2) Elections and ballots are to be decided by a simple majority of the votes cast unless otherwise specified in these Statutes or by law. In the event of a tie, a motion shall be deemed to have been rejected. Abstentions are not taken into account when determining the shares of votes cast.
- (3) Elections are to take place by a show of hands unless a secret ballot is demanded by at least 10% of the members present according to a show of hands. Motions are only to be decided by secret ballot if so decided by the majority.
- (4) The Executive Board is elected for a period of two years. Those elected shall remain in office until a new Executive Board has been elected. Members of the Executive Board may be re-elected.

Section 9a Voting rights

- (1) Unless otherwise specified, every full member who is no longer than a year in arrears with their membership dues is eligible to vote. Each member may represent no more than one other member by means of a written proxy.

- (2) Each natural person over eighteen years of age has one vote.
- (3) Legal entities also have one vote. Those authorized to exercise voting rights must prove their authorization if need be by a register extract, minutes of a meeting or similar.
- (4) Individual members paying reduced dues are not eligible to vote.
- (5) Honorary members are not eligible to vote but may attend General Meetings in an advisory capacity.
- (6) Students can be admitted as cooperative members without voting rights.
- (7) Members whose expulsion is to be decided by the General Meeting are only eligible to vote on the item of the agenda regarding their expulsion.

Section 10 **General Meeting**

- (1) The Ordinary General Meeting is to be held annually and shall be convened by the Chair of the Executive Board.
- (2) The Executive Board may convene an Extraordinary General Meeting at any time. It is obliged to do so if required by the interests of the Association or if one third of the members demand in writing that an Extraordinary General Meeting be convened, quoting the purpose and reasons. The agenda, venue and time of meetings shall be set by the Executive Board. Members are to be invited to Ordinary General Meetings with at least two weeks' notice and to Extraordinary General Meetings with at least a week's notice by letter, fax or email accompanied by the agenda, venue and time of the meeting and the meeting documents. Additions to the agenda may be proposed in writing by any member at least a week before an Ordinary General Meeting and at least three days before an Extraordinary General Meeting. The Executive Board shall decide whether to accept such proposals at its reasonable discretion, but must do so if they are supported by at least 10% of the Association's members.
- (3) The meeting documents are intended to give each member a concise overview of the elections and motions. If full members demand to be shown the complete documents relevant to a motion (e.g. the Annual Report) before the meeting, this request must be granted by the Executive Board unless it would conflict with the legitimate interests of the Association.
- (4) The General Meeting is to be chaired by the Chair of the Executive Board (unless they propose that the meeting be chaired by another member). In their absence, the meeting shall be chaired by the Deputy Chair or (if they are also unable to attend) the oldest member (by age) present of the Executive Board.
- (5) The General Meeting shall be quorate if duly convened. Motions concerning amendments to the Statutes require the votes at least half of all the Association's members in order to be carried. Invitations to General Meetings may be combined by the Executive Board with an invitation to a second meeting (known as a 'contingent invitation'). In the event of resolutions being passed in writing, Section 9(1) is to be observed.

- (6) Before the meeting, a secretary is to be elected following a proposal by the Chair of the Executive Board. Minutes are to be kept of the resolutions adopted by the General Meeting. The minutes are to be signed by the chair of the meeting.
- (7) If the meeting is chaired by more than one person, the minutes are to be signed by the final chair. Each member is entitled to inspect the minutes.

Section 11 **Responsibilities of the General Meeting**

- (1) The General Meeting decides in particular on:
 - a) The election/deselection of the Executive Board and the formal approval of the actions of all the members of the Executive Board
 - b) The approval of budget planning for the following financial year
 - c) Amendments to the statutes
 - d) The acceptance of new members pursuant to Section 4(4) and the expulsion of members in accordance with Section 5(4)
 - e) The dissolution of the Association and the use of its assets
 - f) Approval of the annual financial statements
 - g) The appointment of an Honorary Chair for an indefinite period. The Honorary Chair may be removed at any time by the General Meeting and the Honorary Chair may resign from office at any time. The Honorary Chair may attend all meetings of the Executive Board in an advisory capacity.
- (2) The General Meeting shall also decide on all other matters assigned to it in these Statutes or by law.

Section 12 **Executive Board**

- (1) The Executive Board is to comprise at least three members. The Executive Board elects from its ranks the Chair of the Executive Board (First Chair), the First Deputy Chair and the Treasurer.
- (2) The Executive Board represents the Association both judicially and extrajudicially. The Chair of the Executive Board, the First Deputy Chair and the Treasurer may represent the Association alone; otherwise, the Association must be jointly represented by two members of the Executive Board.
- (3) Only full members of the Association as well as representatives or employees of full members can be members of the Executive Board.
- (4) The members of the Executive Board are not paid for their work for the Association.
- (5) The Executive Board is quorate whenever at least half its members are present. The Executive Board shall take its decisions by a simple majority.
- (6) The members of the Executive Board are to be elected for a term of two financial years by the General Assembly by an absolute majority in a secret ballot. They can only be appointed until the end of the General Meeting which decides on the formal approval of their actions for the

first financial year after the beginning of their term of office. (The financial year in which the term of office begins is not counted.) Members of the Executive Board may be re-elected.

- (7) After their term of office has expired, the members of the Executive Board shall remain in office until the next election or their reappointment. If a member of the Executive Board leaves office prematurely, the Executive Board may appoint a replacement member for the rest of the term. Notwithstanding Section 12(6), sentence 1, this appointment shall be decided by a simple majority vote.

Section 13

The tasks of the Executive Board

- (1) The Executive Board is responsible for the management of the Association and its business. It shall perform those administrative tasks which are not expressly assigned by the Statutes to other organs. In particular, the Executive Board's remit includes:
- a) The preparation of General Meetings, especially drawing up and supplementing the agenda and convening General Meetings
 - b) Resolutions concerning the convening of Extraordinary General Meetings
 - c) Bookkeeping or contracting out this work to an accountant
 - d) Submitting an annual budget for each upcoming financial year
 - e) The preparation of the annual report and financial statements
 - f) Examining the validity of the resolutions of the General Meeting and their execution
 - g) The submission of resolutions amending the Statutes to the Court of Registration
 - h) The proper management and use of the Association's assets
 - i) The admission of new members, the registration and deregistration of members in the list of members, and the expulsion of members under Section 3(3) of these Statutes
 - j) The conclusion and termination of contracts with employees of the Association and their supervision
 - k) The public relations work of the Association
- (2) The following transactions require the approval of the General Meeting:
- a) The foundation of and investment in commercial companies
 - b) The purchase, sale and mortgaging of real property and equivalent rights
 - c) Taking out loans for amounts exceeding €15,000 in individual cases
 - d) Voluntary contributions, the provision of loans, and the waiver of claims exceeding €2,000 in individual cases
 - e) Approval of the accounting contract under Section 13(1c) and any amendments thereto
 - f) All transactions going beyond the ordinary course of business of the Association, matters of particular importance, and all other extraordinary measures, especially those involving high risk
- (3) Every six months, the Executive Board shall disclose information on the composition of the Association's membership.

Section 14

Internal rules of the Executive Board

- (1) Meetings of the Executive Board are to be convened as necessary and at least four times each financial year. The Chair of the Executive Board must invite the members of the Executive Board to meetings of the Executive Board with at least two weeks' notice. Invitations to meetings of the Executive Board must be accompanied by a full agenda. Until seven days prior to a meeting of the Executive Board, any member of the Executive Board may demand in writing the inclusion of additional items in the agenda. After this time, during the meeting the Executive Board will vote on whether to accept individual requests for additions to the agenda.
- (2) Minutes have to be kept of all meetings of the Executive Board. The minutes are to be signed by the First Chair and the Secretary.
- (3) The Executive Board is quorate if all the members have been invited and at least three members of the Executive Board are present.
- (4) Resolutions may also be passed by the Executive Board outside meetings by letter, fax, telephone or email if all the members of the Executive Board agree to resolutions being passed in this manner or take part in the adoption of resolutions in this manner.
- (5) Resolutions are to be passed by the Executive Board by a simple majority unless otherwise specified in these Statutes or by law. In the event of a tie, the Chair, or in their absence, the Deputy Chair shall have the casting vote.
- (6) Minutes are to be taken of the main points of meetings of the Executive Board and the resolutions adopted outside meetings. The minutes must in particular specify the place and date of each meeting, the names of those attending, any apologies for non-attendance, the subjects of the meeting, the resolutions adopted, and the majority in favour of each resolution. The minutes are to be signed by the Chair, or in their absence the Deputy Chair, and copies are to be forwarded to all the members of the Executive Board and the Managing Director without delay.
- (7) The Executive Board may draw up its own rules of procedure.

Section 15

Administration

- (1) An administrative office is to be set up for the organization and administration of the day-to-day business of the Association. It is to be headed by a Managing Director, who need not be a member of the Association. The Managing Director is to be appointed by the Executive Board.
- (2) The Managing Director is responsible for carrying out day-to-day business tasks in accordance with the Association's Statutes. The Managing Director reports to the Executive Board.
- (3) The Managing Director shall attend the General Meetings, even if they are not a member of the Association.
- (4) The Managing Director shall attend the meetings of the Executive Board in an advisory capacity but has no voting rights. In individual cases the Managing Director may be excluded from participation by resolution of the Executive Board.

- (5) The Managing Director shall prepare and execute the resolutions of the Executive Board.

Section 16
Working groups

- (1) The Executive Board may set up working groups.
- (2) The members of the working groups must be members of the Association or employees of a member, and the working groups are to be headed on a voluntary basis by a member of the Association.
- (3) In individual cases, individuals who are not members of the Association or employees of members of the Association are allowed to participate in working groups as long as the majority of members of the working group concerned agree.

Section 17
Advisory Board

- (1) By resolution of the General Meeting, the Association may choose to have an Advisory Board. Assuming an Advisory Board has been created, it is to be governed by the following provisions:
- (2) The Advisory Board shall advise the Executive Board and the Management Team.
- (3) The function of the Advisory Board is to represent the interests of the Association and its members, especially publicly and vis-à-vis policymakers. The Advisory Board promotes the objectives of the Association to the best of its ability and always acts in close consultation with the Executive Board.
- (4) The members of the Advisory Board and its responsibilities are to be proposed by the Executive Board and confirmed by the General Meeting. The duration of the work of the Advisory Board matches the term of office of the Executive Board.
- (5) The members of the Advisory Board need not be members of the Association or employees of Association members. They are appointed and deselected by the Executive Board. The General Meeting may make proposals for appointments to the Advisory Board. Only people who on account of their personal qualifications, especially their connections, knowledge or experience will definitely represent the interests of the Association and its members as well as possible can be appointed members of the Advisory Board.
- (6) The members of the Advisory Board shall elect from their ranks a Chair and a Deputy Chair. The Advisory Board may attend meetings of the Executive Board in an advisory capacity.
- (7) The members of the Executive Board and the Managing Director may attend meetings of the Advisory Board in an advisory capacity.
- (8) The Advisory Board shall draw up its own rules of procedure.

Section 18
Amendments to the Statutes

Motions proposing amendments to the Statutes require the approval of at least 75% of the votes cast in order to be passed. They must be submitted in notarized form for entry in the Register of Associations.

Section 19
Dissolution of the Association

- (1) The dissolution of the Association can only be decided during a specially convened General Meeting at which at least half of all members are present and by a resolution passed by a two-thirds majority. If this General Meeting is not quorate, a new General Meeting with the same agenda may be called within four weeks. The new General Meeting can decide to dissolve the Association with a two-thirds majority irrespective of how many members are present.
- (2) Following the dissolution or suspension of the Association or if the purpose of the Association no longer exists, the General Meeting shall decide on the use of the Association's remaining assets.

Section 20
Authorization of the Executive Board

The Executive Board is authorized to amend or supplement these Statutes if one or more parts of the Statutes are objected to by the registry judge. This authorization only covers the amendments and supplements required in order to rectify the objections.

Section 21
Date of establishment

The date of the establishment of the Association is 4 January 2010.

These Statutes were adopted in this revised version on 3 June 2014.

Dresden, 3 June 2014



Signed: Roland Göhde

Roland Göhde
Chair of the Executive Board



Signed: Wilhelm Zörgiebel

Dr Wilhelm Zörgiebel
Deputy Chair of the Executive Board