

Articles of Association for "BioLAGO"

§ 1

Name, registered office, fiscal year

1. The association bears the name: "BioLAGO" and after its entry in the register of associations the addition "e. V."
2. The BioLAGO association has its headquarters in Constance and is registered with the Freiburg Registry Court under VR 380872.
3. The fiscal year is the calendar year.

§ 2

Purpose and tasks

1. The association:
 - supports and catalyzes the establishment of an innovative and financially strong branch of industry within the regional economy based on modern biosciences in the three countries bordering Lake Constance: Germany, Switzerland and Austria,
 - serves to establish an independent representation of the interests of the life science industry on and around Lake Constance,
 - promotes the international positioning of the regional life science industry as a service provider for the future competitiveness of the region,
 - cooperates with other national and international interest groups in biotechnology and life sciences,
 - supports the exchange and cooperation in the life science sector between the scientific institutions active there (such as universities, universities of applied sciences and institutes) and commercial enterprises.
 - The association may cooperate with other institutions of any kind to implement and support the purpose of the association. It may participate in other companies and institutions, provided that such participation serves the purposes of the association.
 - Supports member companies in their development in order to strengthen the regional economy by promoting the biosciences sector.
2. Within the scope of its purpose, the association essentially performs the following tasks:
 - providing information and promoting the exchange of information and technology transfer between members and research organizations
 - Creation of a platform for interested companies to participate in relevant support measures,
 - Encourage the exchange of information between research networks, research organizations and industry.
 - Advising and supporting research-funding institutions and bodies in the conception and implementation of research programs.
3. The funds of the association may only be used for purposes in accordance with the statutes. The members do not receive any contributions from the funds of the association. No person may be favored by expenses which are alien to the purpose of the association or by disproportionately high remunerations.

§ 3

Membership

1. Members of the association may be legal entities under private law, as well as corporations with legal capacity, institutions and foundations under public law, as well as sole traders and entrepreneurs in independent professions who are not legal entities under private law, and partnerships under commercial law, insofar as membership appears beneficial to the association.

2. Particularly, these are:

- Companies from all areas of the life sciences and business-related services (in particular pharmaceutical, agrochemical, food, nutrition, medical, chemical, fine chemical, service and consumer goods companies, companies that manufacture or sell equipment, software, chemicals, reagents in the field of biotechnology, the life sciences or medical technology, as well as biotechnological companies and other companies interested in the application of biotechnological processes and research)
 - technology transfer offices,
 - Consultants, auditors and lawyers, or corresponding companies,
 - Investors such as VC companies and banks,
 - academic institutes and the organizations behind them,
 - other public institutions (municipalities, cities, etc.)
 - non-profit organizations that are active in this field.
3. Members, who want to promote the association in a special measure, can do this by sponsor achievements or pay beside the normal member fee an additional contribution, set by the board and are subsequently mentioned in publications of the association as "supporting members". The board decides on kind and extent of the public representation.
4. The board decides on the admission of associated members. Associated members are members who are not listed in § 3, No. 1-2. They are exempt from the obligation to pay contributions. Associate members do not have the right to vote or to promote a motion, and they cannot be elected to the board.
5. The board decides on the admission of BioLAGO Friends. BioLAGO Friends are members as private persons, which are not listed in §3, No. 1-2 and are not associated members. BioLAGO Friends pay an annual fee, which is set by the board and approved by the general assembly. The change of the contribution requires the approval of the general assembly. BioLAGO Friends do not have the right to vote or to promote a motion, and they cannot be elected to the board.
6. The admission of new members takes place by the board. Admission must be applied for in writing. There is no legal entitlement to admission. The board may allow exceptions to the regular requirements for the acquisition of membership with a simple majority.

§ 4 Right to vote

Each member has one vote. Each member has the right to propose a motion.

§ 5 Termination of membership

1. The membership ends by resignation, exclusion, loss of the ability to work, loss of the legal capacity or with commercial law partnerships by their dissolution.
2. The voluntary resignation from the association must be declared in writing to the board. It is only permissible at the end of a calendar year with a notice period of three months.
3. A member can be excluded by a decision of the board if it does not pay the membership fee despite two reminders. In this case, the exclusion may only be carried out if at least one month has elapsed since the second reminder was sent and the arrears of membership fees have not been settled. The member must be informed of the cancellation in writing (simplified exclusion procedure).
4. A member may be expelled from the association by the board if it persistently violates the interests of the association or in any other way seriously endangers the realization of the purpose of the association or must declare insolvency. The member has the possibility to lodge an appeal against this within one month after receipt of the exclusion notice. The complaint must be filed in writing with the board.
5. The board decides on the exclusion of a member. The member must be informed of the exclusion in writing.

6. Upon termination of membership, there will be no refund of the dues paid. All share rights and claims to the association's assets and services also expire.

§ 6 Membership dues

1. The association finances its tasks by contributions, promotion contributions and donations of its members and third parties.
2. Members are charged an annual membership fee per member. The membership fee is determined by the board and approved by the General Assembly. The change of the membership fee requires the approval of the General Assembly.
3. If a member joins during the year, the full membership fee is payable if he/she/it joins in the first half of the year, and half the membership fee if he/she/it joins in the second half of the year.
4. The membership fees are to be paid annually in advance.
5. The increase of the annual membership fees must be made within the first half of the year for the coming financial year on the basis of an effective resolution of the General Assembly according to § 8 No. 3 c and has to be announced to all members in writing by sending the minutes of the General Assembly.
6. In the event of an increase in the membership fee in accordance with Clause 5, each member shall be entitled to an extraordinary right of termination after receipt of the minutes of the General Assembly in addition to the ordinary right of termination provided for in § 5 No. 2. This right must be exercised by registered letter and becomes effective upon receipt by the board by the end of the financial year at the latest, i.e. membership ends at the end of the current financial year.

§ 7 Organs

1. Organs of the association are:
 - a. the General Assembly
 - b. the Executive Board
2. The activity in the organs is honorary.
3. Further organs (advisory board, committees, working groups) can be formed by resolution of the General Assembly or the board.
4. The members of the board are entitled to reimbursement of their expenses incurred in the performance of their duties (only if sent on behalf of the association). Details will be determined in a regulation of expenses by the board and passed by the General Assembly.

§ 8 General Assembly

1. An ordinary meeting shall be held at least once a year within the first half of each fiscal year. The meeting shall be convened by the chairman by sending an agenda in writing electronically. The agenda is set by the board.
2. The invitation period shall be at least four weeks. The period begins with the day following the dispatch of the letter of invitation. At the written request of at least one quarter of the members, the chairman shall convene an extraordinary General Assembly within a reasonable time.
3. The General Assembly is responsible for:
 - a. The election of the board;
 - b. The election of the auditor from the circle of members who do not belong to the board; the election is valid for two years;
 - c. The determination of the annual budget on the basis of the business plan presented by the board and, if appropriate, the (re-)determination of the membership fees and the admission fee on the basis of the determined annual budget;

- d. Passing resolutions on the annual business plan prepared by the board for the following financial year;
 - e. The discharge of the board on the basis of the annual report and the submitted annual accounts;
 - f. Supplementing the agenda, which is only proposed at the General Assembly;
 - g. The amendment of the statutes;
 - h. The dissolution of the association.
4. The auditor may be re-elected once only. The auditor shall examine the accounts and supporting documents at the end of each financial year. He/she reports on the result of the audit at the next General Assembly. The auditor is authorized to inspect the documents to be audited at any time and to demand information about the accounting. The auditing of accounts may also be transferred to an auditing company by resolution of the General Assembly.
 5. A duly convened General Assembly shall constitute a quorum irrespective of the number of members present, unless otherwise regulated in these Articles of Association. However, an Extraordinary General Assembly only constitutes a quorum if at least one quarter of the members are represented when the quorum is established. In the event of a lack of quorum, the board is obliged to convene a second General Assembly with the same agenda within 2 weeks. This meeting shall be quorate irrespective of the number of members present. This must be expressly stated in the invitation. § 8 No. 12 shall remain unaffected.
 6. Resolutions - with the exception of those concerning amendments to the Articles of Association and the dissolution of the association - shall be adopted by a simple majority of the votes cast, unless other majorities are prescribed by law or by these Articles of Association. Abstentions are counted as votes that did not appear. Resolutions on amendments to the Articles of Association require the approval of two thirds of all votes cast, resolutions on the dissolution of the association require the approval of two thirds of all members.
 7. The type of vote shall be determined by the chairman of the meeting. However, the vote must be taken in writing if one third of the members present at the vote so request.
 8. Resolutions may also be adopted by written circulation, provided that no objections are raised to this procedure.
 9. All members of the association have equal voting rights in the General Assembly. Each member may be represented by another member. Multiple representations are permitted. The representative(s) must be nominated by the member in writing to the board.
 10. The General Assembly shall be chaired by the chairman of the board or, in his absence, by his deputy. If no board member is present, the majority of the General Assembly appoints the chairman of the meeting. The secretary is appointed by the chairman of the meeting.
 11. Minutes shall be kept of the resolutions of the General Assembly and shall be signed by the chairman of the meeting. The minutes shall be accompanied by a list of participants at the General Assembly. The minutes are to be sent to the members immediately in copy or electronically.
 12. The General Assembly, which shall decide on the dissolution of the association, shall be convened in writing with a notice period of four weeks. If at least two thirds of the total members of the association are not present at this General Assembly, to which a detailed agenda is to be issued, a new General Assembly shall be convened within two weeks, which shall decide by a two-thirds majority of the members present. Unless the General Assembly decides otherwise, the chairman of the board and his two deputies shall be jointly authorized liquidators of the association. This regulation applies accordingly in the event that the Association is dissolved for any other reason or loses its legal capacity.
 13. If the association is dissolved, the General Assembly decides on the realization of the remaining assets.

§ 9 Executive Board

1. The Executive Board consists of a minimum of three and a maximum of ten members. The board members are elected individually or in their entirety by the General Assembly. The board members are elected by the General Assembly for a period of two years. However, the board remains in office even after the expiry of the term of office until a new Executive Board has been elected. Re-election is permissible. Only persons of the respective member companies (board members registered in the commercial register, managing directors or authorized signatories) from the life science sector may be members of the

executive board. Companies and institutions with more than 500 employees may send employees (with the written consent of the management of the company or institution concerned) as representatives to the Board of Management.

2. The members of the board are elected for a period of two financial years by the General Assembly with an absolute majority in a secret ballot. Re-election is permissible. If elected individually, each member may cast a maximum of one vote per person on the list of candidates. If there are ten or more candidates, a maximum of ten votes can be cast per candidate list. If this number of votes is exceeded, this vote is invalid. If more than ten nominations obtain an absolute majority, the relative majority of votes shall be decisive. In the event of a tie, the second ballot shall be decisive unless the maximum number of Executive Board members has already been elected. The General Assembly can decide with a simple majority to change the election procedure.
3. The board elects the chairman and two deputies from among its members.
4. The board within the meaning of § 26 BGB is made up of the chairman and his two deputies. The participation of two of these board members is sufficient for legal and business declarations of the association.
5. The board membership of a person ends upon unsuccessful re-election, upon the withdrawal of the member company from the association of which he or she is the authorized representative, for personal reasons, by withdrawal of confidence by the General Assembly with a three-quarter majority or by termination of his or her membership as the authorized representative of a member company.
6. The board is responsible for all association affairs which are not assigned to the General Assembly by the statutes or compelling regulations of the law. The board is responsible in particular:
 - a) The admission of members;
 - b) The exclusion of members;
 - c) The preparation of proposals for contributions to the General Assembly;
 - d) The preparation of an annual business plan within the respective first half year for the following business year in which the planned activities, tasks and obligations as well as political lines of the association, individual planned research priorities are never defined;
 - e) The submission of the business plan to the General Assembly within the first half year of a business year for the following business year for resolution;
 - f) The ongoing reporting to the General Assembly regarding the implementation and status quo of the work and activities in accordance with the current business plan;
 - g) The convening of General Assemblies;
 - h) The establishment of rules of procedure.
7. The Executive Board makes its decisions at board meetings in which more than half of the members are present. The board passes its resolutions by simple majority. Resolutions may also be passed electronically and must be recorded in writing. In the minutes it is to be noted which members of the board took part in the board meeting. Resolutions passed outside the board meetings are valid if a majority of the board members has approved the resolutions in writing and no board member has cast a negative vote within 14 days. If a board member votes negatively, the agenda item will be dealt with in the next ordinary board meeting.
8. The board negotiates in particular with politics, science, industry as well as with all relevant external committees, institutions and research groups. He has to make sure that the purpose of the association is taken into account.
9. The Chairman or, at his request or if he is prevented from attending, a Vice-Chairman appointed by him, shall be responsible:
 - a) The chairing of the meetings of the board and the General Assembly
 - b) The convening of board meetings as required or if at least two members of the board so request in writing, stating the reason. A minimum period of 14 days shall elapse between the notification and the day of the meeting.
10. The members of the board shall only be liable to the association for intentional or grossly negligent conduct. If claims are asserted against board members by third parties on the basis of their board activities, the association shall indemnify the board member concerned against such claims, unless the board member acted with intent or gross negligence.

§ 10
Coming into effect

1. These Articles of Association entered into force on the 19th of November 2007.
2. The board is authorized to make editorial corrections that do not change the meaning, as well as any formal amendments to these Articles of Association that are requested by the Registry Court on registration.

The last changes of the statutes are valid by resolutions of the General Assemblies on the 4th of June 2013 and on the 14th of July 2022.