

# **Articles of CONELIS (Competence Network Life Science) e.V**

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## **§ 1 Name, Seat, Registration, Business Year**

- (1) The name of this association is Competence Network Life Sciences (CONELIS) e.V.
- (2) It shall have its seat in Berlin.
- (3) It shall be listed in the Register of Associations.
- (4) The business year is the calendar year.

## **§ 2 Purpose of the Association**

- (1) The purpose of the association is the promotion of science and research. It serves the promotion of biomedical research and development and shall pursue this goal through:
  - a) Interdisciplinary networking of scientists and researcher as well as their departments
  - b) Supporting further education, e.g. by offering practice oriented seminars and workshops
  - c) Improving consultation quality offered by CONELIS members for industry by providing standards and quality policies ("Best Practice")
  - d) Promoting multidisciplinary cooperation in research and development by participating and organizing discussions and further education
  - e) Organizing talks and publishing
  - f) Public appearance of the association
- (2) The association does not exercise any control over the business activities of its members.

## **§ 3 Non profit Nature of the Association**

- (1) The corporation does not act on its own behalf. It does not pursue goals serving its own economic interests.
- (2) The funds of the corporation may only be used for statutory purposes. The members of the association in their function as members shall receive no grants out of the funds of the corporation.
- (3) No person shall be allowed to benefit either from expenses that are considered unrelated to the purpose of the corporation or from excessively high remuneration. A reimbursement of out-of-pocket expenses against receipts is allowed.

#### **§ 4 Membership**

- (1) Members of the association shall be natural adult persons who will and can support and/or promote the work and goals of the association.
- (2) Sustaining members can be natural as well as legal persons. Each legal person shall be required to name a representative who will serve as a contact person.
- (3) Any application for admission of a new member shall be submitted to the Executive Board and shall meet the following conditions:
  - a. at least 2 years experience as a consultant
  - b. 2 customer references
  - c. a recommendation of 2 full members of the association, of which at least one shall have the same or similar range of consulting services according to the “Areas of Expertise” of the association
  - d. a declaration that the more than 50% of the activities of the consultant are directly related to value-added chain in the field of Life Science
- (4) Any application for admission of a sustaining member must be submitted to the Executive Board. In case of legal persons, it shall be indicated who will be entitled to serve as the representative to the association. The Executive Board shall be notified immediately in case of any change in representation.
- (5) All applications for membership in the association will be decided by a simple majority of the Meeting of Members. The applicant will be notified in writing of the decision, which is to be considered final.
- (6) Admission to the association shall be effected through the applicant’s written acceptance of the Articles of Association including all rights and duties and become effective after payment of the first membership fee.
- (7) The membership in the association shall end with the withdrawal, exclusion or death of the member.
- (8) The withdrawal of a member shall only be possible at the end of the calendar year by giving written notice to the chairman subject to a term of 1 month.
- (9) A member can be expelled from the association by the Executive Board with immediate effect, if he/she has seriously violated the goals, interests and the Articles of the Association, or if he/she is in arrears with his/her membership fees for 6 months. Before any such decision is made, the member shall be given the opportunity for justification or representation. Within a month of notification a member may appeal against the decision to expel. A decision on this appeal will be taken by simple majority during the next Meeting of Members.

- (10) A member may also be expelled by the Executive Board if he/she has committed a dishonorable or criminal act.
- (11) The regular membership can be transferred upon request into an inactive membership in case that a regular member does no longer meet the requirements for a regular membership. Inactive members have no right to vote and are not eligible; the obligation to pay the membership fee remains unaffected. An inactive member will not be mentioned in publications or during events of CONELIS e. V. Fulfilling the requirements and filing a request with the Executive Board may resume regular membership.

### **§ 5 Rights and Duties of the Members**

- (1) All regular members have the same rights.
- (2) All members are entitled to submit proposals at the Meeting of Members. These proposals shall be submitted to the head office of the association at least 6 weeks prior to the next scheduled Meeting of Members.
- (3) Only full members have the right to vote and are eligible.
- (4) All members are obliged to provide written acknowledgement of the Articles of Association and the resolutions of the Meeting of Members. They are especially obligated to agree to the publication of their membership status.
- (5) All members are obliged to support the association in the scope of their possibilities in the fulfillment of its duties and responsibilities.
- (6) The members are bound by the Articles of Association and are obliged to acknowledge the decisions of the association in accordance with the Articles of Association.
- (7) Members are obliged to immediately notify the association's head office regarding all changes of private or business address.
- (8) All members are obliged to pay their fixed membership fees punctually.

### **§ 6 Membership Fees**

- (1) All members shall pay membership fees pursuant to a dues schedule agreed upon by the Meeting of Members.
- (2) The determination of the amount and due date of the fees is decided by simple majority of the participating members in a Meeting of Members which are entitled to vote.
- (3) The annual membership fee is due at the beginning of each calendar year and is to be paid within the first month of the year. New members who have joined the association during the fiscal year have to pay the annual membership fee in full.

- (4) The annual fee is to be paid free of charge to the specific agency stipulated by the Executive Board.
- (5) Voluntary withdrawal or expulsion from the association does not relieve a member of his/her obligation to pay any outstanding membership fees and does not in any way entitle the member to a refund of any fees already paid or to any assets of the association.

## **§ 7 Organizational Structure**

(1) The bodies of the association are:

- a) The Executive Board
- b) The Meeting of Members

## **§ 8 The Executive Board**

(1) The Executive Board consists of:

- a) The Chairman of the Board, the Deputy Chairman and the Treasurer
- b) Committee members who are elected by the Meeting of Members as may be necessary to perform tasks in defined areas.

(2) The Executive Board represents the association judicially as well as extrajudicially. The Chairman of the Board is authorized to represent the association with regard to financial obligations up to € 1000 per year. Amounts in excess of this sum shall be decided upon by the entire Executive Board by simple majority.

(3) The Executive Board shall be elected by the Meeting of Members for a period of 2 years.

(4) An Executive Board member may be re-elected. The Chairman of the Board can only be re-elected once in direct sequence. The current board members will remain in office after the expiration of their respective tenure until their successors have been elected.

(5) The tenure of a board member shall end:

- a) At the end of his/her tenure with his/her resignation by written notice to the Executive Board
- b) At his/her dismissal by simple majority of the Meeting of Members, or
- c) When the board member is no longer a member of the association

(6) The Executive Board manages the regular business of the association. The Executive Board carries out these activities without remuneration.

- (7) The Executive Board shall submit a yearly budget plan which has to be approved by a simple majority of the Meeting of Members.
- (8) The Executive Board shall meet at least twice a year. Written invitations to the Executive Board meetings shall be sent by the Chairman at least 14 days before the planned meeting. Executive Board meetings are empowered to pass resolutions when a quorum of two-thirds of the board members is either present or can be contacted by telephone.
- (9) The Executive Board shall pass resolutions with simple majority.
- (10) In case of urgency the Executive Board can vote on resolutions by postal or telephone vote, provided that all members of the board agree to this procedure either by mail or by telephone. Every resolution of the Executive Board that has been passed by postal or telephone vote must be documented in writing.
- (11) As scope of the activities of the association demands, the Executive Board shall be entitled to establish an Advisory Board, or committees and branch associations whose rights and duties shall be set out in an amendment to the Articles of Association that must be agreed upon by the Meeting of Members. Persons who perform management functions may be employed.

## **§ 9 The Meeting of Members**

- (1) The Meeting of Members shall take place at least once a year.
- (2) All members are entitled to attend the Meeting of Members. The Executive Board may decide to divide the Meeting of Members into two parts: for full members and for all members.
- (3) An extraordinary Meeting of Members has to be convened if considered necessary for the interests of the association or if requested in writing by one-third of the members stating the purpose and reason for the proposed meeting.
- (4) The convening of the Meeting of Members shall be effected with at least 4 weeks' notice by written communication of the Chairman of the Board and include a copy of the meeting's agenda.
- (5) The Meeting of Members, as the highest decision-making body of the association, is generally responsible for all undertakings of the association, with the exception of certain responsibilities that may have been transferred according to these Articles of Association to other bodies of the association.
- (6) Particularly the financial statements and the annual report have to be

submitted in writing to the Meeting of Members in order to decide on the authorization and discharge of the Executive Board. Two auditors may be appointed to examine the association's accounts including the financial statements and to report their findings to the Meeting of Members. These auditors may neither be members of the Executive Board or any committee appointed by the Board nor employees of the association.

(7) Unless stated otherwise the Meeting of Members decides with simple majority, for example on:

- a) The tasks of the association
- b) The annual planning of the budget
- c) Borrowings
- d) The approval of the bylaws of the association.

(8) Each Meeting of Members that has been convened in accordance with the Articles of Association shall constitute a quorum regardless of the number of members present. Each member has got one vote.

(9) Unless stated otherwise herein the Meeting of Members shall pass its resolutions with simple majority. In the event of a tie the respective proposal will be considered as rejected.

#### **§ 10 Amendments to the Articles of Association**

(1) Amendments to the Articles of Association require a two-thirds majority of the participating members of the association. Decisions on amendments to the Articles of Association can only be taken, if this item of the agenda has already been referred to and as well the current as the proposed new text of the Articles of Association have been included in the invitation to the meeting.

(2) The Executive Board may effect amendments to the Articles of Association that have been requested by regulatory, legal, or tax authorities. These amendments have to be presented for decision to the next Meeting of Members.

#### **§ 11 Recording and Documentation of Decisions**

Minutes have to be kept of every meeting of bodies of the association, which have to be signed by the respective Chairman and the recording secretary by stating the place and time of the respective meeting and which have to be made available to the members.



## **§ 12 Dissolution of the Association and its Assets**

- (1) The decision to dissolve the association requires a three-fourths majority of the members present at a Meeting of Members. This decision can only be taken if timely notification has been given in the invitation to the Meeting of Members.
- (2) In case of the dissolution or termination of the association, or in case of the discontinuation of tax-deductible purposes, the assets of the association shall be transferred to a charitable organization which has been chosen by the Meeting of Members and recognized as a non-profit organization by the tax authorities and which will be obliged to use these assets directly and exclusively for charitable purposes.

## **§ 13 Effective Date**

The Articles of Association shall come into effect on the date of their adoption. The present Articles of Association were established at 20. Mai 2011

## **§ 14 Language**

Present Articles of Association have been made up in German language; the English version is only intended for information. In the event of a dispute or problems with the interpretation the German version shall prevail.