



Phospholipid Research Center

By-Laws

Phospholipid Research Center
(Phospholipid Forschungszentrum e.V.)

Translation of the authoritative, legally binding German version.
This English version is for information purposes only.

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§ 1 Name and registered seat of the Association

The name of the Association is

Phospholipid Research Center (Phospholipid Forschungszentrum e.V) and it is registered as such in the register of associations. The registered seat of the Association is Heidelberg.

§ 2 Purpose of the Association

The Association exclusively and directly pursues non-profit purposes in the sense of the section "tax-privileged purposes" of the German Fiscal Code.

The purpose of the Association is to promote the science in the field of phospholipids by supporting the research in the mentioned field.

The charity purpose is in particular implemented by:

- a) promotion of science in the field of phospholipids
- b) promotion and maintenance of the scientific information and the exchange of opinions between all parties interested in the field of phospholipids and in phospholipids within the scope of the valid laws and regulations
- c) promotion of young scientists
- d) promotion of scientific work and research projects
- e) cooperation between scientists at universities, other research institutions and in industry, and commerce active in the field of phospholipids
- f) carrying out of training and further educational measures
- g) cooperations with national and international organisations with comparable scientific interest and expertise
- h) awards for scientific excellency and
- i) the granting and procurement of research assignments

The Association pursues charitable objectives and is predominantly a non-profit organisation. The Association does not seek any profit. The Association implements an ideational field as well as an economic business operation and a non-profit business to attend to its tasks.

Means of the Association may only be used for purposes in accordance with these By-Laws. Members shall not receive any benefits from the Association's funds. No person may benefit from expenses that are alien to the purpose of the association or from disproportionately high remuneration.

The Association shall observe the principles of objectivity and neutrality and otherwise meet the tax prerequisites for non-profit entities.

§ 3 Financial year

The financial year is the calendar year.

§ 4 Membership

The Association consists of:

- a) active members
- b) corporate members
- c) honorary members

§ 5 Acquisition of membership

- a) All natural persons with full legal capacity and a proven education in natural science and/or life science who are interested in the purpose of the Association and who are not members of an organisation actively working against the objectives of the Association may become active members.
- b) All legal entities at home or abroad with full legal capacity who are interested in the purpose of the Association and who are active in research and/or development in the field of natural science and/or life science and are not members of an organisation actively working against the objectives of the Association may become corporate members.
- c) Persons with a natural science and/or life science background in prominent public or private positions may become honorary members. Furthermore, any person who has earned special merits with regard to the research center may become an honorary member. Further details on honorary membership may be determined in internal regulations.

§ 6 Rights and duties of the members

The members agree to support the objectives and the interests of the Association as well as to observe the resolutions and directions of the Association's bodies.

The members shall be entitled to participate in the events of the Association. They have equal rights of vote in the General Assembly meeting. An assignment of the voting right shall not be permitted. Corporate members are represented by one natural person for the purpose of voting.

§ 7 Admission

Applicants are admitted upon written application. The Board will decide about their admission. The Board decides on admission at its own discretion. By being accepted, each member recognizes the By-Laws as binding. In the event of rejection, it shall not oblige to notify the applicant of the reasons. By accepting membership, active or corporate members recognize the By-Laws as binding.

Honorary members will be elected by the General Assembly meeting on proposal by a member. The election must be accepted by 2/3 of the attending members.

§ 8 Termination of the membership

The membership expires:

- a) because of the death of a natural person or liquidation of a legal entity,
- b) because of withdrawal from the Association. The withdrawal shall be made by written notification to the President of the Board and shall only be permissible with a time-limit of six months by the end of the year,
- c) by disqualification. This shall only be permissible for material reason.

When a member of the Association is no longer able to fulfil its obligations or is deemed no longer suitable to be member of the Association, the Board can decide to end the respective membership. In addition, if a member has not contributed a membership fee over two years, the respective membership can be terminated upon decision of the Board.

§ 9 Membership fee

The membership fee is to be paid annually by 31.01. of the year. If a member resigns during the year, is expelled or only joins during the current financial year, the pro rata membership fee (1/12 of the membership fee for each month started) must be paid. Honorary members shall be exempted from the obligation to pay membership fees.

Further details are regulated in an internal fee regulation adopted by the Board (Chapter V of the Internal Regulations), in which the terms of payment and possible fee categories might be included.

§ 10 Bodies

The bodies of the Association are:

- a) the Board
- b) the General Assembly
- c) the Scientific Advisory Council

§ 11 General Assembly

The ordinary meeting of the General Assembly shall take place at least every second year. By resolution of the Board, the General Assembly may be held exclusively or partially by means of electronic communication.

The tasks of the General Assembly in particular include:

- a) the approval of the annual accounts
- b) the election of the Board
- c) the election of the treasurer who shall not be a member of the Board
- d) the election of two auditors who shall not be members of the Board
- e) the discharge of the Board
- f) the modification of the By-Laws
- g) the determination of the amount of the membership fees; if not made by the fee regulation
- h) the dissolution of the Association

Extraordinary General Assembly meetings shall take place:

- a) upon request of 1/3 of all members
- b) by resolution of the Board

The Board shall provide the ordinary meeting of the General Assembly with an annual report and annual financial statements for the past two years, which shall be presented and explained by the Managing Director, and the General Assembly shall then pass a resolution on the discharge of the Board.

The invitation to an ordinary General Assembly by the Managing Director shall be issued in writing at least four weeks in advance, stating the agenda and the items on which resolutions are to be passed. The period begins with the sending of the invitation to the last known address of the members. Each member may request an addition to the agenda in writing at least one week before the meeting, stating the reasons. The General Assembly decides by simple majority on requests for additions to the agenda that are not made until the General Assembly.

Ordinary and extraordinary General Assembly meetings shall be chaired by the Managing Director or, if the Managing Director is unable to attend, by the President or the Vice President. If both are not present, another member shall take the chair as decided by the General Assembly.

Voting shall be by show of hands or electronically. Upon the request of a Board member or at least three members attending, the General Assembly may decide to hold a written vote.

In elections and votes, each member has only one vote independent of the amount of his/her membership fee, even if several representatives of a corporate member are present.

Honorary members are entitled to vote at all ordinary and extraordinary General Assembly meetings.

§12 Convocation of the General Assembly

Every properly convened General Assembly meetings have a quorum for all items on the agenda, regardless of the number of participants. It passes resolutions by a simple majority of the attending members, with the exception of those cases in which a different ratio of votes is prescribed. In the event of a tie, the President has the casting vote. Motions to amend the By-Laws and change the purpose of the Association require a 2/3 majority of the attending members to be approved.

§ 13 Minutes of the General Assembly meeting

Minutes are to be prepared for each General Assembly meeting, which are to be signed by the chairman of the meeting and the recording secretary. They must contain the wording of the resolutions taken. Every member is entitled to inspect the minutes.

§ 14 Board

The Board consists of at least two and a maximum of seven members. The Board in the sense of the law is only the President and the Vice President. The President and the Vice President have independently power of sole representation of the Association in and out of court. Only the following persons can be elected for the Board:

- members as natural persons
- representatives of member associations and member societies

Each individual member of the Board is elected by the General Assembly for three years. After expiry of this period, it remains in office until another election has been made on the occasion of the next ordinary General Assembly meeting. A re-election shall be permissible. With regard to the election of the Board, those candidates shall be elected who received the most votes. If a member of the Board retires, the President may appoint a representative until the next General Assembly meeting. In case of the retirement of the President, the Vice President takes over the function of the President and appoints an interim Vice President, if possible from elected Board members, until the next General Assembly meeting.

The Board conducts the business of the Association on an honorary basis.

The Board co-opts experts from various technical fields of the phospholipid research for consultation.

§ 15 Management

The Phospholipid Research Center (Phospholipid Forschungszentrum e.V.) appoints a Managing Director to manage its day-to-day business. The tasks can be determined in Internal Regulations.

The Managing Director is appointed by the Board of the Phospholipid Research Center (Phospholipid Forschungszentrum e.V.) and can be dismissed by the Board at any time.

§ 15a Scientific Advisory Council

The Scientific Advisory Council supports the Board and the Managing Director and has counselling functions. Details can be determined in Internal Regulations.

§ 16 Treasurer

The General Assembly meeting elects a member of the Association as Treasurer for a term of 3 years.

The treasurer manages the association's finances and is responsible for the implementation and control of payment transactions, bookkeeping and accounting. The treasurer informs the Board and the General Assembly of the current financial status of the association.

§ 16a Auditor

The General Assembly meeting elects two members of the Association as Auditors for a term of 3 years; these members may not be members of the Board.

The auditors have to examine the annual accounts and to report it to the General Assembly.

§ 17 Property management

The Managing Director manages the Association's property on behalf of the Board. On behalf of the Board, he must ensure that the income and property of the Association are used exclusively for purposes in accordance with these By-Laws. The Managing Director shall prepare, and the Board shall issue a business report and annual accounts each of them covering the previous two years and present them to the General Assembly.

§ 18 Modification of the By-Laws

The By-Laws may be modified on motion. It may only be resolved with a 2/3 majority of the General Assembly.

§ 19 Dissolution of the Association

The Association can only be dissolved if it no longer appears possible to fulfill its purpose. It can only be decided by a 3/4 majority of the entire membership at a General Assembly meeting convened for this purpose by the Managing Director. If the meeting does not have a quorum, the Managing Director shall arrange for a written vote. This shall make the final decision with a majority of 3/4 of the votes cast.

If the Association is dissolved or canceled or if tax-privileged purposes cease to exist, the property of the Association shall be transferred to the 'Lipoid Stiftung' (Lipoid Foundation), which shall use them directly and exclusively for charitable, benevolent or ecclesiastical purposes.

§ 20 Place of performance, place of jurisdiction

Place of performance and place of jurisdiction for all matters of the Association shall be Heidelberg, Germany.

§ 21 Coming into force

These By-Laws come into force with effect from January 30, 2024 and replace the version dated September 22, 2015.