

Statutes and Articles

§ 1 Name, Seat, Financial Year

1. The name of the association is BIO Deutschland.
2. The association is registered at Berlin-Charlottenburg District Court.
3. The seat of the association is Berlin.
4. The financial year is the calendar year. The period of time between the foundation of the association and the following 31 December shall be the first financial year.

§ 2 Purpose

The association

- co-operates with other national and international biotechnology associations
- is dedicated to establishing an independent representation of the interests of the German biotechnology industry
- supports and encourages the establishment of an innovative and financially strong industrial sector in the German economy based on modern biological sciences
- promotes the international positioning of the German biotechnology sector as a major contributor to Germany's future economic competitiveness
- represents the interests of the German biotechnology sector in national and international politics
- co-operates with other national and international biotechnology associations.

§ 3 Membership

1. Members of the association may be any legal entities under private law, corporate bodies, public institutions and foundations, and corporate partnerships, provided that their membership is deemed beneficial to the purpose of the association.
2. In particular, members may include:
 - biotechnology companies from all areas of biotechnology
 - companies from the pharmaceutical industry
 - organisations or associations that represent a BioRegion
 - companies that provide services to the biotechnology sector
 - companies that manufacture or supply equipment, software, chemicals and reagents for or to the biotechnology sector
 - technology transfer offices
 - consultants, auditors and lawyers, and companies in these fields
 - investors such as venture capitalists and banks
 - academic institutions and their associated organisations
 - any non-profit organisations active in these fields

3. Members that wish to provide the association with particular support, shall, in addition to the usual membership fee, make a further contribution, the amount of which shall be decided by the board. Any such members shall be acknowledged in public presentations of the association as "Fördermitglieder" (supporting members). The nature and scope of this acknowledgement shall be at the discretion of the board.
4. The board decides on the admission of associated members. They are exempt from membership fees. Associated members do not have the right to vote or to table motions and cannot be elected to the board.
5. Membership is granted to new members by decision of the board. All applications for membership must be submitted in writing. The board shall decide by a two-thirds majority on the admission of applicants to which the criteria stipulated under Section 3 (1) of this statute do not apply.
6. Members have statutory voting rights and are entitled to table motions.
7. Membership ends by resignation or expulsion or following termination of business activities, the loss of legal status or the dissolution of corporate partnerships.
8. Membership may only be terminated to the board in writing. The period of notice is six months to the end of the business year.
9. Expulsions of members are subject to a decision by the board. Reasons for an expulsion may include the insolvency of the member company, a repeated refusal to pay membership fees or the violation of the fundamental interests of the association. Members shall be informed of the board's decision in writing. Members have the right to appeal against an expulsion within one month of receipt of the expulsion notice. Appeals must be submitted to the board in writing. Decisions on appeals shall be made during the next general meeting.
10. Upon termination of membership, membership fees shall not be reimbursed. All rights to and shares in the association's equity or property become void.

§ 4 Membership Fees

1. Members are obliged to pay membership fees as decided by the general meeting.
2. Annual membership fees for the calendar year are payable by 1 March.
3. In exceptional cases and upon application by a member, the board is entitled to grant full or partial exemption from the obligation to pay membership fees or to extend the period of payment.

§ 5 Organs of the Association

1. The organs of the association are:
 - a) the general meeting
 - b) the board
2. The organ members' work is unsalaried.
3. New organs (advisory panels, specialised committees or working groups) may be established by decision of the general meeting or the board. The general meeting or the board may dissolve these further organs by a two-thirds majority.

§ 6 General Meeting

1. General meetings shall be called by the board as required.
2. An ordinary general meeting must be held once per year as on-site-event or digitally. Ordinary general meetings shall be announced at least four weeks in advance, either in writing or electronically, along with the meeting agenda. The agenda shall be decided by the board.
3. An extraordinary general meeting must be called with at least two weeks' notice if:
 - a) the board decides by simple majority to call an extraordinary general meeting
 - b) at least 20% of the members request the board in writing to hold an extraordinary general meeting, stating the reason for and the purpose of this meeting.
4. Members have the right to appoint a representative to represent them during the general meeting. A representation of several members is permitted. The member must name the representative(s) in writing to the board.
5. Any proceedings and resolutions of the general meeting must be recorded in the minutes, which must be signed by the chairperson of the general meeting and the secretary appointed by the general meeting. Minutes must be kept on file at the association's office.
6. The general meeting is responsible for
 - a) electing and unelecting board members
 - b) approving the annual accounts
 - c) relieving the board of its duties
 - d) amending the statutes
 - e) dissolving and liquidating the association
 - f) determining the membership fees
7. The general meeting may request that an accountant (or accounting company) audits the association's annual accounts.
8. Each member has one vote. Voting rights may be exercised by a legal representative of the member, or any person authorised by the member, and registered with the board to do so.

§ 7 Proceedings and Resolutions of the General Meeting

1. The general meeting is chaired by the chairperson of the board. Should the chairperson of the board be unavailable, then the meeting is chaired by his/her deputy or another board member.
2. All items listed in the agenda may be subject to a resolution passed by the general meeting. Any member may request that further items be added to the agenda up to three days before the general meeting. Any such requests must be submitted to the board in writing.
3. Requests to amend the agenda may be made during the general meeting by means of urgent motions. Urgent motions are accepted by a simple majority of all members present.
4. Any ordinary general meeting has a quorum and passes resolutions by a simple majority. In cases of a tie, the resolution is rejected.
5. Amendments to the stated purpose of the association, the statutes or membership fees may only be made by a two-thirds majority. Resolutions on amendments to the statutes require the votes of at least half of all association members entitled to vote. In cases of an amendment to the statutes where the general meeting does not have a quorum, a vote may be carried out by post within four weeks following this general meeting. The postal vote is only valid if at least half of all association members have cast their vote by the end of the four-week deadline. The two-thirds majority also applies to the postal vote. The invitation to this ballot must mention the quorum.

Should fewer than half of all association members have cast their vote by the end of the four-week deadline, another general meeting shall be called in order to allow members to vote on the amendment to the statutes. This new general meeting must be held eight weeks after the first meeting at the earliest, and four months after it at the latest. Those attending the new meeting may pass resolutions with a two-thirds majority, irrespective of how many members attend. The invitation to this meeting must mention the reduced quorum.

§ 8 Board

1. The general meeting elect the members of the board individually or as a whole. The board may comprise between three and ten members. The actual number of board members is the direct result of the number of candidates approved by the general meeting. The general meeting decides whether board members are elected individually or as a whole. Any two members may represent the association in and outside court. Board members must be representatives of their companies, such as board members, managing directors or authorised signatories, as listed in the commercial register.
2. A person's membership of the board ceases upon failed re-election, termination of association membership by the company of which he/she is an authorised representative, for personal reasons, withdrawal of confidence from the general meeting by a three-quarters majority, or following the end of the person's association with a member company as one of its authorised representatives.
3. In addition to its legal rights and duties, the board fulfils the following tasks:
 - a) calling general meetings
 - b) appointing the managing director
 - c) supervising the work of the managing director
 - d) monitoring the association's property and assets
 - e) preparing the annual accounts and budget
 - f) implementing all resolutions passed by the general meeting.
4. Each of the board members is elected by secret ballot by an absolute majority of those attending the general meeting. If the general meeting is held digitally, digital elections are permitted if the votes are encoded and can therefore be cast secretly for third parties. The board members may only be appointed until the end of the general meeting, which shall decide on the discharging for the first business year after the start of the term of office. The business year during which the term of office begins is not included in this calculation. Re-election is permitted. If the members are elected individually, each member may submit a maximum of one vote per person on the list of candidates. In cases of ten or more candidates, a maximum of ten votes per list of candidates may be submitted. Should this number of votes be exceeded, the vote shall be invalid.
5. Should more than ten proposed candidates acquire an absolute majority, the relative voting majority shall determine the outcome. Should there be an equal number of votes for the proposed candidates who share the lowest number of votes, a run-off ballot shall decide, provided that the maximum number of board members has not yet been chosen.
6. The general meeting may decide on amendments to the voting procedures by a simple majority.
7. All positions on the board are unsalaried.
8. The board has a quorum when at least half of its members are present. The board passes resolutions by means of a simple majority. The board elects the chairperson of the board (main chairperson) and the treasurer from its ranks.

9. Board meetings are convened if deemed necessary. However, at least four board meetings must take place in a financial year. The chairperson of the board or two board members shall invite board members to the board meeting at least two weeks in advance. Invitations to board meetings must be accompanied by a complete agenda. Up to seven days prior to the board meeting, any board member may request in writing that further items be added to the agenda. Any later requests for changes to the agenda or for further item to be added to it require approval from the board during its meeting.
10. Minutes shall be kept of all board meetings; these minutes shall be signed by the meeting chairperson and the secretary.

§ 9 Administration

1. The association shall establish an office for the organisation and administration of day-to-day business. The office shall be headed by the managing director, who is appointed by the board. The managing director may be appointed as a special representative (section 30 of the Civil Code). The appointment and termination of the managing director shall be decided by the board.
2. The managing director is responsible for conducting the operational day-to-day business according to the association's statutes. The managing director reports to the board.
3. If the managing director is appointed as a special representative, this appointment shall apply to the management of the office and to day-to-day transactions. The board may decide by a two-thirds majority to assign further tasks to the special representative and/or to change the tasks that have been assigned.

§ 10 Dissolution of the Association

1. The dissolution of the association may only be decided by a general meeting convened for this purpose, at which at least half of all members are present and by a decision passed by a two-thirds majority. Should this general meeting lack a quorum, a new general meeting with the same agenda may be called within four weeks of the initial general meeting. The new general meeting has a quorum by means of a two-third majority vote, irrespective of the number of members present.
2. The general meeting decides on the future use or distribution of all of the association's assets or property following the dissolution and liquidation of the association or in cases when the purpose of the association no longer exists.

§ 11 Statutory Obligations

The board is entitled to meet any conditions or obligations imposed during the statutory registration process by the competent courts or institutions without consulting members. The board shall promptly inform all members about any changes made.

§12 Applicable Law

Unless these statutes deem otherwise, all German legislation and regulations on registered associations apply.

§13

These statutes were adopted by the general meeting in September 2004, and amended in October 2005, November 2006, October 2007, October 2009, October 2014 and October 2021. These statutes were rewritten in October 2022.