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Statutes

Cluster Industrielle Biotechnologie²⁰²¹ e.V.

Preamble

On 31 August 2006 the German Federal Ministry of Education and Research (BMBF) published a promotion measure in the form of a cluster competition for the development of new products and processes in industrial biotechnology: "BioIndustrie 2021 – Clusterwettbewerb zur Entwicklung neuer Produkte und Verfahren in der industriellen Biotechnologie".

This competition was the reason why biotechnology companies, universities, capital providers, large chemical companies and bioregions from North Rhine-Westphalia (NRW) - with the NRW Science Ministry and the NRW Chemical Industry Association in a moderator role – decided to bundle existing competences in industrial biotechnology and to set up a thematic cluster. The goal is the targeted networking of actors from industry, science and capital providers, in order to bring forth projects for the development of new products and processes, applying industrial biotechnology. Participation in this cluster is not limited to organizations headquartered in NRW. A further goal is to involve companies and scientific institutes from all over Germany as well as clusters with a special competence in the identified thematic fields.

In view of the size of the chemical industry in NRW and its significance throughout Europe, the cluster is oriented to those thematic fields of industrial biotechnology that are of outstanding importance to the chemical industry, with a special focus on the networking of/with small and mid-sized enterprises.

The new Association Cluster Industrielle Biotechnologie²⁰²¹ e.V. is the body responsible for this industrial biotechnology cluster. The BMBF competition is the reason for the establishment of the Association, but the Association is to be continued also in case its entry to the competition is not successful.

Should regional representatives of biotechnology interests in NRW - BioRiver, BioIndustry, bioanalytik-muenster and Bioregion Ost-Westfalen Lippe - set up an NRW-wide organization for biotechnology in this federal state, the new Association intends to link with such an organization and to cover the thematic field of industrial biotechnology within that organization, while preserving its own legal personality.

§ 1 Name and registered office of the Association

- (1) The name of the Association is

*"Cluster **Industrielle Biotechnologie**²⁰²¹"*

The Association will be registered in the register of associations (Vereinsregister), with the addition "e.V." [eingetragener Verein – registered association] to be then added.

- (2) The registered office of the Association is Düsseldorf.
- (3) The business year is the calendar year.

§ 2 Purpose of the Association

- (1) The purpose of the Association is the promotion of industrial biotechnology in science and the application of industrial biotechnology in commercial industrial activities.
- (2) In order to achieve this purpose, the Association wants to, inter alia
- a) create a working and communication platform for companies and scientific institutes inside and outside NRW who are covering the commercial application of industrial biotechnology,
 - b) expand cooperation between actors in industrial biotechnology from industry, small and mid-sized enterprises, science and education,
 - c) support and supra-regionally link the regional networks of industry,
 - d) promote excellence in science,
 - e) promote education inside and outside universities,
 - f) promote the country-wide and also the international dialog between institutes of research, teaching and education,
 - g) advise politicians in the development of improved framework conditions for industry, science and education.

§ 3 Membership

- (1) Ordinary membership is open to
- a) Large industry companies with over 1,000 staff ("**industry members**");
 - b) small and mid-sized enterprises with up to 1,000 staff ("**SME members**");
 - c) universities and other institutes of research and education with an orientation in their activities that can be conducive to the purpose of the Association ("**scientific institutes**");
 - d) companies and organizations whose activities are closely connected with industrial biotechnology and whose membership is of special interest for the purpose of the Association, as well as capital providers ("**other members**").

- (2) To be eligible for ordinary membership, industry members and SME members must be operations who:
 - a) are using or want to use industrial biotechnology for the manufacture of products or for processes,
 - b) perform services or make supplies for the commercial application of industrial biotechnology in commercial businesses, or
 - c) have a special interest in using biotechnologically manufactured products.
- (3) Extraordinary membership, without obligation to pay fees, is open to the federal state of North Rhine-Westphalia, represented by its ministries. The Extended Board [Erweiterter Vorstand] decides on any further extraordinary memberships without obligation to pay fees and especially on honorary memberships.

§ 4

Acquisition of membership

- (1) The application for membership must be addressed in the writing to the Extended Board [Erweiterter Vorstand] of the Association.
- (2) The Extended Board decides on the application for membership; this decision is final.

§ 5

Termination of membership

- (1) Membership ends:
 - a) with withdrawal from the Association;
 - b) with the start of liquidation procedures concerning the assets of a member;
or
 - c) with exclusion from the Association.
- (2) Withdrawal from the Association becomes effective only at the end of a business year. Withdrawal must be stated in writing to the Secretariat, observing a notice period of at least six months.
- (3) A member can be excluded – after previous warning of exclusion by the Extended Board – if
 - a) the conduct of the member is in blatant conflict with the interests of the Association or if the conduct of the member can endanger the purpose of the Association or impair the reputation of the Association;
 - b) the conditions for admission of the member according to § 3 of these Statutes are no longer fulfilled; or
 - c) ignoring two written reminders, the member fails to meet its obligations toward the Association for a period exceeding six months; this applies in particular to fee payments according to § 6 of these Statutes.

- (4) Exclusion is made by decision of the Extended Board. The member concerned can lodge an appeal against this decision to the Extended Board, within a period of four weeks after receipt of the exclusion notice. The Extended Board must convene a General Assembly [Mitgliederversammlung] within eight weeks after an appeal has been lodged in due course. The final decision on exclusion is then made by the General Assembly.

§ 6

Fees, services, donations

- (1) The funds of the Association are raised by way of membership fees, services, donations and remunerations for services. Amounts of membership fees or types of services to be rendered, respectively, are decided by the General Assembly; this is done in the form of a membership fee regulation [Beitragsordnung].
- (2) Membership fees are payable at the beginning of the calendar year.
- (3) Any donations must be received before the end of the calendar year for which they are intended.
- (4) The termination of membership does not release the member from the obligation to pay membership fees due to the Association that have been accrued up to that time.

§ 7

Organs

The organs of the Association are

- a) General Assembly [Mitgliederversammlung]
- b) Extended Board [Erweiterter Vorstand]
- c) Executive Board [Geschäftsführender Vorstand]

§ 8

General Assembly

- (1) The Association holds annually one ordinary General Assembly.
- (2) In urgent cases, the Extended Board or the Chairman of the Board can convene an extraordinary General Assembly. They are under this obligation in cases as specified in these Statutes or if at least 1/3 of the members demand the convening of an extraordinary general assembly, stating in writing the purpose and the reasons.
- (3) Invitations of the members are issued in writing, also electronically, by the Chairman of the Board, stating the agenda, the venue and the starting time of the assembly. Invitations to ordinary General Assemblies must be issued at least three weeks, invitations to extraordinary general assemblies must be issued at least two weeks prior to the assembly.

- (4) A General Assembly is quorate if the invitation was issued as required.
- (5) Decisions of the General Assembly are made by a simple majority of votes of the members present. Decisions on amendments to the Statutes require a majority of 3/4 of the votes of the members present. Changes in the purpose of the Association require the approval of all members, with the approval of members who are not present to be given in writing. Members who are not present are free to vote within three weeks from the mailing of a relevant request; otherwise their approval is deemed given.
- (6) Ordinary and extraordinary members have one vote each. They can be represented by proxy by another member, requiring a written power of attorney. One member can cast four votes at most. Honorary members may attend a General Assembly in an advisory function, but they have no voting right.
- (7) All members are free to make written applications to the Chairman of the Board, one week before an ordinary General Assembly at the latest, requesting the inclusion of additional agenda items. The Chairman of the Board includes these additional items in the agenda and communicates them in writing to the members, three days before the General Assembly at the latest. Items that are not included in the agenda cannot be dealt with by the General Assembly, and the General Assembly cannot make any relevant decisions.

§ 9

Tasks of the General Assembly

- (1) The General Assembly decides on all matters of fundamental importance to the Association, unless they fall in the scope of other organs of the Association according to these Statutes.
- (2) In particular, the General Assembly decides on:
 - a) Membership fee regulation;
 - b) election of the Extended Board;
 - c) budget drawn up by the Extended Board;
 - d) annual report and annual accounts;
 - e) approval of actions of Executive Board and Management;
 - f) amendments to the Statutes;
 - g) appointment of two auditors who must not be members of the Extended Board.
- (3) Decisions by the General Assembly must be minuted, with the minutes to be signed by the Chairman of the Board and by the recorder [Schriftführer] or by their deputies. The minutes must be sent to the members.

§ 10
Board

- (1) The Extended Board steers the activities of the Association in their entirety, being tied to the rules of these Statutes and to the decisions of the General Assembly. Furthermore, the Extended Board has the right to initiate measures that serve the smooth functioning and the purpose of the Association.
- (2) The Board is composed of
 - a) three delegates from industry members;
 - b) three delegates from SME members;
 - c) three delegates from scientific institutes; and
 - d) three delegates from other members.

The Extended Board can involve one delegate from the federal state government of NRW as a permanent guest.

- (3) The Extended Board elects, from its midst, the Executive Board [Geschäftsführender Vorstand] that consists of four persons:
 - a) Chairman;
 - b) two deputies; and
 - c) treasurer.
- (4) The Executive Board represents the Association in the meaning of § 26 BGB [German Civil Code]. In order to make legally binding commitments on behalf of the Association, the signatures of two members of the Executive Board – one of which must be the signature of the Chairman of the Board or of one of his deputies – are required.
- (5) Board members are elected for a term in office of two years. Board members remain in office until a new election is held. Re-election is possible. If a Board member leaves during his term in office, the Extended Board remains functioning until the next General Assembly. If more than four members leave during their term in office, an extraordinary General Assembly must take place within three months, in order to hold a by-election to the Board.
- (6) The Extended Board is quorate if at least 2/3 of the Board members are present. Decisions are made by a simple majority of votes. In case of equality of votes, the chairman has the casting vote.
- (7) The Extended Board adopts Rules of Procedure [Geschäftsordnung] for its activities. The Rules of Procedure regulate the processing by the Extended Board of project applications that are requested to be submitted, through the Association, for state promotion. In particular, the Rules of Procedure ensure that the justified interest of project participants in a confidential treatment of non-public information about projects and project participants – as it is included in project applications – is duly taken into account. Furthermore, the Rules of Procedure include provisions on involvement of biased members of the Extended Board. The Rules of Procedure require approval by the General Assembly, which can be obtained at the next General Assembly.

§ 11 **Advisory Council**

- (1) The Association sets up an Advisory Council [Beirat].
- (2) The Advisory Council is composed of independent, internationally recognized personalities from science, commercial industry, customer industries and investors.
- (3) The Advisory Council
 - a. gives advice to the Board in decisions on the strategic further development of the technical-specific orientation of the Association,
 - b. assesses projects developed within the circle of members, for which state promotion is to be sought, from technical-specific aspects and regarding conformity with the thematic orientation of the Association.
- (4) The Advisory Board works on the basis of the Rules of Procedure [Geschäftsordnung] adopted by the Extended Board. In particular, the Rules of Procedure establish criteria for the assessment of presented projects. They also ensure that the justified interest of project participants in a confidential treatment of non-public information about projects and project participants – as it is included in project applications that come up for assessment – is duly taken into account.
- (5) Members are appointed by the Extended Board for a term of three years. Repeat nominations are possible.

§ 13 **Management**

- (1) The Management [Geschäftsführung] of the Association is in the hands of one or several director/s [Geschäftsführer], who is/are appointed by the Extended Board.
- (2) The Management implements the decisions of the bodies of the Association. The Management is bound to follow the instructions of the Chairman of the Board and of the Extended Board. In respect of its tasks, the Management represents the Association in the meaning of § 30 BGB.

§ 14 **Working committees**

- (1) The Extended Board has the right to set up working committees for certain fields of tasks and to appoint the members of these working committees.
- (2) The activities of these working committees are monitored by the Extended Board.

§ 15
Dissolution

- (1) Applications for dissolution of the Association can be made only by the Extended Board or by at least 1/3 of the members of the Association.
- (2) Dissolution of the Association can be decided only by a General Assembly convened especially for this purpose.
- (3) This General Assembly is quorate only if 2/3 of the members with voting rights are present. If the General Assembly is not quorate, after expiry of two weeks a second General Assembly, convened for the same purpose, is quorate – irrespective of the number of attending members with voting rights. This must be mentioned in the invitation.
- (4) In case of dissolution of the Association, the General Assembly simultaneously decides on the assets of the Association. They can be used only for the promotion of research and development of industrial biotechnology in North Rhine-Westphalia. Distribution to members is not possible.

§ 16
Editorial amendments

The Executive Board is entitled to make, at its own initiative, formal or editorial amendments to the Statutes that might become necessary at the demand of the association judge [Vereinsrichter] at the local court [Amtsgericht].

§ 17
Entry into force of these Statutes

These Statutes entered into force with their entry in the register of associations [Vereinsregister] in Düsseldorf on 18 April 2007.

Signatures of the founding members are overleaf.