

By-Laws

Phospholipid Research Center

(Phospholipid Forschungszentrum e. V.)

- Translation of the authoritative German version -

Contents

Section 1	Name and registered seat of the Association
Section 2	Purpose of the Association
Section 3	Financial year
Section 4	Membership
Section 5	Acquisition of membership
Section 6	Rights and duties of the members
Section 7	Admission
Section 8	Termination of the membership
Section 9	Membership fee
Section 10	Bodies
Section 11	General Assembly meeting
Section 12	Convocation of the General Assembly
Section 13	Minutes of the General Assembly meeting
Section 14	Board
Section 15	Management
Section 15a	Scientific Advisory Council
Section 16	Auditor
Section 17	Property management
Section 18	Modification of the By-Laws
Section 19	Dissolution of the Association
Section 20	Place of performance, place of jurisdiction
Section 21	Coming into force

By-Laws

Section 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.

Section 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.

The Association may not favour any members by expenses not in compliance with the Association's purpose or by disproportionately high remunerations. Means of the Association may only be used for purposes in accordance with these By-Laws.

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

Section 3 Financial year

The financial year is the calendar year.

Section 4 Membership

The Association consists of:

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

Section 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.

Section 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.

Section 7 Admission

Applicants will submit their written application to the Board. The Board will decide about their admission in its sole discretion. In case of rejection, it shall not be obliged to notify the applicant about the reasons. Through their admission, the accepted active or corporate member bindingly acknowledges the By-Laws

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.

Section 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.

Section 9 Membership fee

The membership fee is to be paid annually by 31 January of the year. The fee shall also be due for one year if the membership is terminated, if the member is disqualified during the year, or only joins in the course of the financial year. Honorary members shall be exempted from the obligation to pay membership fees.

Further details are regulated in an internal fee regulation resolved by the Board in which the terms of payment and possible fee categories might be included.

Section 10 Bodies

The bodies of the Association are:

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

Section 11 General Assembly

The ordinary meeting of the General Assembly shall take place at least every second year.

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 two auditors who shall not be members of the Board
- d) the discharge of the Board
- e) the modification of the By-Laws
- f) the determination of the amount of the membership fees; if not made by the fee regulation
- g) 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 through the Managing Director with and shall explain the annual report and annual accounts covering the previous two years; the General Assembly shall then take a resolution on the discharge of the Board.

The Managing Director shall at least 4 weeks in advance send a written invitation for an ordinary General Assembly meeting, accompanied by the agenda which designates the topics for resolution. The time-limit commences with sending the invitation to the last known address of each member. Each member may request in writing the amendment of the agenda, stating the reasons, up to one week before the meeting at the latest. The General Assembly takes a resolution with simple majority regarding motions for amendment of the agenda which are only made during the General Assembly meeting.

The ordinary and extraordinary meetings of the General Assembly shall be presided by the Managing Director. If the Managing Director is prevented, by the President or the Deputy President. If none of these persons is present, another member shall preside according to the General Assembly's resolution.

The vote is held by show of hands. Upon request by a member of the Board or at least three attending members, the General Assembly may resolve a written vote.

For elections and votes, each member has only one vote independent of the amount of his/her membership fee, also in the event that several representatives of a corporate member are present.

Honorary members are entitled to vote and may participate in all ordinary and extraordinary General Assembly meetings.

Section 12 Convocation of the General Assembly

All properly convened General Assembly meetings have a quorum with regard to the items on the agenda, independent of the number of attending members. The General Assembly takes resolutions with simple majority of the votes of the attending members, with the exception of those cases in which a different vote ratio is prescribed. In the event of equality of votes, the vote of the President shall be decisive. Motions for a modification of the By-Laws and modification of the Association's purpose require a 2/3 majority of the attending members to be accepted.

Section 13 Minutes of the General Assembly meeting

Minutes are to be prepared on each General Assembly meeting; these minutes are to be signed by the meeting's chairman and the recorder. They must contain the wording of the resolutions taken. Each member is entitled to inspect the minutes.

Section 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. Further details on the Board may be determined in internal regulations. 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 manages the business of the Association as an honorary office.

The Board coopts experts from various technical fields of the phospholipid research for consultation.

Section 15 Management

For the management of its ordinary business, the Phospholipid Research Center (Phospholipid Forschungszentrum e. V.) appoints a Managing Director. 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 may be recalled by it any time.

Section 15 a 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.

Section 16 Auditor

The General Assembly elects two members of the Association as auditors for three 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.

Section 17 Property management

On the Board's behalf, the Managing Director administrates the Association's property. The Managing Director has to ensure on the Board's behalf that the income, expenses and the property of the Association are exclusively used 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.

Section 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.

Section 19 Dissolution of the Association

The Association may only be dissolved if the performance of its purpose no longer seems possible. It may only be resolved with a 3/4 majority of all members at a General Assembly meeting fixed by the Managing Director for this purpose. If the meeting has no quorum, the Managing Director shall arrange for a vote in writing. This shall take a final resolution with a 3/4 majority of the votes cast.

In the event of dissolution or cancellation of the Association or in the event of discontinuation of its current purpose, the property of the Association shall be transferred to the 'Lipoid Stiftung' (Lipoid Foundation). Resolutions about the future use of the property may only be implemented after approval by the competent tax authority.

Section 20 Place of performance, place of jurisdiction

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

Section 21 Coming into force

These By-Laws come into force on September 22, 2015 and replace the version of July 9, 2012.