

**Constitution
of the association
“Industrieverbund Weiße Biotechnologie e.V.”
(Industrial Association White Biotechnology)
formerly called “Industrieverbund Mikrobielle Genomforschung e.V.”**

§ 1

Name and statutory office

1. The name of the association is “Industrieverbund Weiße Biotechnologie e.V.” (Industrial Association White Biotechnology).
2. The statutory office of the Industrieverbund Weiße Biotechnologie e.V. is in Düsseldorf.
3. The fiscal year is the calendar year.

§ 2

Purpose and objectives

1. The purpose of the association is to promote science and research in the field of white or industrial biotechnology with a special focus on applied research on microorganisms. The association collects experiences from science and industry, promotes basic research in white or industrial biotechnology and fosters an exchange and the collaboration between science and industry.
2. In furtherance of the purpose, the association essentially pursues the following objectives:
 - to represent industry in the applied research on microorganisms and their use for procedures and products
 - provide advice and support to research-promoting institutes and committees in the conception and implementation of research programs
 - collect information and promote information exchange and technology transfer between members and research institutes
 - provide interested companies with a platform for participating in relevant subsidy programs, for example from the Federal Ministry of Education and Research (BMBF)
 - encourage information exchange between research networks, research institutes and industry.

§ 3

Membership

1. The association shall consist of corporate members only. Membership is open to companies from the chemical, pharmaceutical, agricultural, nutrition and consumer goods industries, as well as biotechnology companies who are interested in applied research on microorganisms, support the purposes of the association and possess essential research and development capacities in Germany.
2. There is no legal entitlement to acquiring membership. Members shall be elected by the executive committee upon written application. Exceptions to the membership requirements may be allowed by the executive committee if supported by a two-thirds majority.
3. Each member shall pay an admission fee upon receiving membership. The admission fee is determined at the annual general meeting. Once approved by the executive committee, a member shall not be entitled to the privileges of membership until payment of the admission fee to the association.
4. Prior to obtaining membership, each member shall sign a declaration in which the member agrees to ensure that their association work complies with anti-trust rules.

§ 4 Voting

Each member shall be entitled to one vote.

§ 5 Termination of membership

1. Membership may be revoked through:
 - a) failure to meet membership requirements;
 - b) voluntary resignation from the association;
 - c) expulsion from the association;
 - d) dissolution of the company (does not apply in the case of a universal succession).
2. No retired member is entitled to a refund of paid membership fees or to available association funds.
3. Voluntary resignations shall be submitted to the council in writing. Resignations are only possible at the end of a calendar year and subject to a notice period of three months.
4. The association council may exclude a member from the association if any membership dues remain outstanding after two written requests of payment. In this case, membership may only be terminated if the financial obligations have not been met by the member within one month of issuing the second request.

5. The council can also expel any member accused of conduct detrimental to the interests or objectives of the association. Before expulsion the member shall be given the opportunity, within a suitable period of time, to defend such conduct either personally before the council or in writing. The contents of the written statement shall be circulated among all council members.
6. The member shall be informed of the council decision in writing.

§ 6 Membership fees

1. The annual membership fee is 1000 €.
2. In addition to the membership fee specified under item 1, each new member shall pay a once-only admission fee of 1000 €
3. New members admitted after the beginning of the fiscal year shall be charged the full yearly membership fee. Proportional membership fees are not available in this case. This also applies to memberships terminated during the fiscal year.
4. Annual membership fees are due in advance.
5. Membership fees may be amended within the first half-year for the coming fiscal year upon an effective decision by the general meeting in compliance with § 8 No 2 c. Each member shall be sent a copy of the protocol of the general meeting containing details of the resolution.
6. In the case of an increase in the membership fee in accordance with item 5, each member may, upon receipt of the general meeting protocol, exercise a special right of termination in addition to the normal rights of termination described under § 5 No. 3. Members wishing to resign must notify the council per registered letter. The resignation comes into effect at the end of the fiscal year, meaning that membership is revoked at the end of the current fiscal year.

§ 7 Association bodies

1. The bodies of the association are
 - a) the general meeting
 - b) the executive committee
2. Members of said bodies shall exercise their duties on a voluntary basis.
3. Members of said bodies are entitled to be reimbursed for expenses incurred in carrying out their duties (only if sent on behalf of the association).

§ 8 General meeting

1. A regular general meeting shall be held at least once a year within the first half of the fiscal year. The president shall give written notice of the meeting by sending each member an agenda.

Notice shall be given at least four weeks prior to the date of the meeting, beginning on the day after sending the registered invitation. The president shall convene a special general meeting within a reasonable period of time, upon written request of at least a quarter of the members.

2. The general meeting is responsible for
 - a) electing the executive committee;
 - b) electing two auditors from the ranks of association members not belonging to the executive committee; the posts to be held for two years
 - c) determining the annual budget on the basis of the economic plan proposed by the executive committee and, if necessary, determine the membership and admission fees based on the proposed economic plan;
 - d) adopting the resolution proposed by the executive committee concerning the annual economic plan for the coming fiscal year
 - e) releasing the executive committee with respect to the annual economic plan and the presented annual financial statement;
 - f) complementing the agenda if requested during the general meeting;
 - g) amending the constitution and bylaws;
 - h) the dissolution of the association.
3. Auditors may serve two terms. The auditor shall examine account records and vouchers/receipts. He shall present the results of the examination at the following general meeting. The auditor is authorized to inspect relevant documents at any time and demand information concerning accounting. The general meeting can vote to transfer auditing duties to an external auditing company.
4. A quorum at a regular general meeting is formed if at least half the members are present at the appointed time. If a quorum is not present, the executive committee is obliged to call a second general meeting within four weeks to deal with the same agenda. This meeting is quorate irrespective of the number of members present. Each member shall be made aware of this fact on the invitations.
5. Approval of resolutions shall require a simple majority of the present members, except resolutions concerning amendments of the agenda requested during a general meeting and the dissolution of the association. Abstentions are not taken into consideration. Resolutions concerning amendments of the agenda requested during a general meeting require a two-thirds majority for approval. Constitutional amendments require a two-thirds majority of all votes cast to be approved. A resolution to dissolve the association requires a two-thirds majority of all members to be approved.
6. The type of voting is determined by the president. However votes must be cast in writing if requested by at least one-third of the members present at the ballot.

7. Resolutions may be approved by circular letter, if there are no objections to this procedure.
8. Each member of the association shall have the same voting rights in the general meeting. Each member can choose to be represented by another member. However, no member may represent more than two other members.
9. The president of the executive committee or his deputy should he be prevented shall preside over the general meeting. In the absence of any member of the executive committee, the general meeting shall determine a chairman for the meeting. The keeper of the minutes shall be determined by the president.
10. Minutes shall be kept of all general meeting proceedings. This protocol shall be signed by the president and include a list of participants. A copy of the protocol shall be sent to all members as soon as possible.
11. Members must be given no less than four weeks notice prior to a general meeting convened to decide upon the dissolution of the association. The invitation shall include a detailed agenda. In the case that this meeting is attended by less than two-thirds of the association membership, a new general meeting shall be scheduled within two weeks. At this meeting, approval of the resolution will require a two-thirds majority of the attending members. Unless otherwise agreed by the general meeting, the chairman and both deputies shall act as the liquidators representing the association. This regulation also applies if the association is to be dissolved for other reasons or should it lose its legal capacity.
12. Upon dissolution of the association, the general meeting shall pass a resolution concerning the utilization of the association assets.

§ 9

The executive committee

1. The executive committee comprises at least three to maximum seven members. Members of the executive committee are elected by the general meeting for a term of two years. The executive committee shall remain in office until a new executive committee has been elected. Re-election is permitted.
2. The executive committee shall elect a president and two deputies from its ranks.
3. According to § 26 BGB, the executive committee is represented by the president and his two deputies. Accordingly, only two of these members are required to officially represent the association in any legal activities.
4. The executive committee shall be responsible for all affairs of the association, excluding those which, either by law or association constitution, are assigned to the general meeting.
The executive committee shall be specifically responsible for:
 - a) the enrollment of new members;

- b) the expulsion of members;
 - c) presenting recommendations for revised membership fees to the general meeting;
 - d) prepare the annual budget for the coming fiscal year within the first half of the current fiscal year. The annual budget shall detail all planned activities, tasks and commitments as well the political direction of the association and provide information concerning the individual planned research priorities.
 - e) present the annual budget for the coming fiscal year within the first half of the current fiscal year to be approved by the general meeting
 - f) present a report at the general meeting concerning the implementation and status quo of the tasks and activities according to the current annual budget.
 - g) convene general meetings;
 - h) establish rules of procedure;
5. A quorum for approving motions considered by the executive committee is formed by at least half the committee members. Resolutions may also be approved outside committee meetings. Approval in this case requires all members to vote in writing. Approval of resolutions by the executive committee requires a simple majority. All decisions of the executive committee must be recorded in a protocol. Said protocol must include a list of all attendant committee members.
6. The executive committee shall deal with representatives from politics, science and industry as well as all other relevant external bodies, institutions and research groups. The committee shall at all time act in accordance with association objectives.
7. The duties of the president or alternatively, whether by his own choosing or if he is prevented, his designated deputy shall be:
- a) preside over meetings of the executive committee and the general meeting
 - b) convene an extraordinary executive committee meeting if so requested in writing by at least two members of the executive committee for a stated reason. A minimum period of at least 14 days shall pass between receipt of the request and the day of meeting.

§ 10

Adoption of the constitution

1. This constitution shall come into force on November 30, 2009.
2. The executive committee is entitled to alter and amend this constitution in so far that these do not change the meaning. The committee may also make formal amendments to the constitution if required for the registration with the register court.

Düsseldorf, November 30, 2009