

Articles of Association Life Science Nord e.V.

Preamble

All regulations in these statutes and the association's rules and regulations apply equally to women, men and diverse persons. Insofar as only the masculine form is used in connection with offices and functions, this serves exclusively to improve the readability and comprehensibility of the respective regulations.

The use of exclusively male designations is not intended to call into question the fact that every person is entitled to a form of address that corresponds to their gender and that access to the offices of the association is equally open to women, men and diverse persons.

§ 1 Name and registered office of the association

1. The association bears the name "**Life Science Nord e.V.**".
2. It is registered in the Lübeck Register of Associations under the number VR - 3626 HL.
3. The association is based in Lübeck.
4. The administrative headquarters are in Hamburg.

§ 2 Purpose of the association, realization of purpose, use of funds

1. The purpose of the association is to promote life science in northern Germany. This includes in particular the medical technology, pharmaceutical and biotechnology sectors as well as the players in the industrial healthcare industry. To this end, the association will integrate and promote the interests of all those involved in the life science value chain.
 - a. The association is also a sponsoring association of the Life Science Nord cluster with the cluster management agency Life Science Nord Management GmbH (hereinafter referred to as LSN M for short).
 - b. To realize these purposes, the association will, among other things, acquire a 20 % stake in LSN M GmbH and will use it to establish, promote and maintain a communication and information forum for the life sciences sector.
 - c. The cooperation and mutual responsibility between the association and LSN M is regulated in detail in a cooperation agreement.
 - d. The association takes on the following tasks in particular, but not exclusively:
 - (a) Promotion of research and development work in the field of life sciences and related technology areas in Northern Germany and utilization, maintenance and further development of the economic and technological resources of the same,

- (b) Creation of a supra-regional and international communication and information platform as a marketplace for the exchange of ideas, the procurement of strategic partners and capital for small and medium-sized companies in the life sciences sector,
- (c) Recruitment of members who are particularly committed to the development and implementation of innovative life sciences in northern Germany and who actively support the realization of the association's purpose,
- (d) Promoting the transfer of technology and knowledge between industry and universities,
- (e) Ensuring the exchange of information on innovative technologies among members and beyond the association,
- (f) Organization of lectures, seminars and working groups,
- (g) Representation of the association's interests at national and international level,
- (h) Provision of special positioning and networking measures for sponsoring members and full members by commissioning LSN M.

2. It is politically and denominationally neutral and promotes gender-neutral cooperation.

§ 3 Financial year

The financial year is the calendar year.

§ 4 Members

1. The association consists of ordinary members, supporting members and honorary members.
2. The association only offers membership to natural and legal persons who are committed to the principles and values of the association in accordance with these Articles of Association.

Natural and legal persons who or whose members belong to or sympathize with a party or organization classified as unconstitutional may not become members of the association. The same applies to organizations and associations that can be classified as unconstitutional, politically extremist or racist.

3. Supporting members are legal entities that are ordinary members and pay an additional contribution to the association in addition to the membership fee (support contribution) and in return receive preferential participation in the association's positioning and networking measures.

4. Honorary members are natural persons who have rendered outstanding services to the association and who are appointed honorary members by resolution of the General Meeting at the proposal of the entire Board of Directors. The appointment is revocable. Honorary members are exempt from paying membership fees.

§ 5 Start and end of membership

1. Admission must be applied for in writing to the Board of Directors. The entire Board of Directors decides on the application for admission by a simple majority of votes in the absence of the applicant. If the application is rejected, the full Board of Directors is not obliged to inform the applicant of the reasons. An appeal may be lodged with the General Meeting against a negative decision by the entire Board of Directors.

2. By completing the admission process, each member consents to the use of their personal or company-related data for internal association purposes. The data is used in accordance with the provisions of the GDPR.

3. Membership ends

- a) by resignation,
- b) by exclusion,
- c) by liquidation,
- d) by death.

4. The declaration of resignation must be made in writing to the Board of Directors. A quarterly notice period to the end of the calendar year (September 30) must be observed.

5. An association member can be excluded for good cause, in particular

- a) if the association member is in arrears with the payment of the respective membership fee despite a reminder,
- b) in the event of gross or repeated violation of the Articles of Association or against the interests of the association,
- c) in the event of refusal to provide the data required for association administration,
- d) in the event of behavior detrimental to the association,
- e) in the event of violation of legal provisions or resolutions of the General Meeting and the Board of Directors or the Joint Board.

The Joint Board shall decide on the exclusion, which shall take immediate effect. Before a decision is made by the Board of Directors, the member must be given the opportunity to respond to the allegations in writing to the Joint Board within a period of at least two weeks. The member must be notified of the exclusion decision in writing by registered letter, stating the reasons. An appeal against this resolution may be lodged with the General Meeting. The appeal must be lodged in writing with the Joint Board within a period of 3 months after notification of the exclusion decision. At the General Meeting, the member shall be given the opportunity to justify himself personally.

If the exclusion decision is not contested by the member or not contested in good time, it can no longer be asserted in court that the exclusion was unlawful. However, ordinary legal recourse is not excluded by the above provisions.

6. Upon termination of membership, all claims arising from membership shall lapse, without prejudice to the association's claim to outstanding membership fees.

7. Reimbursement of contributions, contributions in kind or donations is excluded.

§ 6 Rights and duties of members

1. The exercise of membership rights of legal entities is carried out by their legal representatives.
2. Ordinary members and honorary members have voting rights at the General Meeting.
3. The exercise of membership rights includes the right to submit motions to the Joint Board and the General Meeting. They are entitled to participate in all activities of the association with a maximum of five people.
4. Members do not receive any benefits from the association's funds in their capacity as members.
5. The members are obliged,
 - a) to promote the purposes of the association to the best of their ability,
 - b) to observe legal provisions and the Articles of Association as well as resolutions of the General Meeting, the Board of Directors and the Joint Board,
 - c) to report all data required for the proper administration of the association and any changes thereto to the entire Board of Directors,
 - d) to pay the membership fee on time in accordance with the applicable membership fee regulations.
6. When joining the association, each member shall indicate which membership category they belong to. The Joint Board reviews and questions the self-assignment if necessary.

§ 7 Membership fees, sponsorship fees, levies, participation fees

1. Membership fees are charged.
2. The following contributions must be paid by members:
 - Annual contribution,
 - participation fees for special events, if the Joint Board decides to charge them.
3. Upon admission to the association, the full annual membership fee must be paid regardless of the date of admission.
4. The amount of the membership fees is determined by the General Meeting of the members on the proposal of the Joint Board in the association's membership fee regulations.
5. The Joint Board is authorized to allow exceptions for individual members in justified individual cases with regard to contributions, fees, refunds and the type of collection, etc.
6. Members have no claim to the association's assets, even if they leave the association or if it is dissolved or abolished.

Contributions that members are obliged to pay to the association in accordance with these Articles of Association will not be reimbursed on a pro rata basis if a member leaves the association prematurely - for whatever reason.

7. The annual fee is due four weeks after the invoice date.

8. Upon admission to the association, the new member checks for the duration of the membership to grant the association a SEPA mandate for the direct debit of membership fees. The declaration can be found on the admission form.

9. The association collects the association fees on the due date, stating its Creditor ID and the member's mandate reference. If the date does not fall on a bank working day, the direct debit will be made on the following working day.

10. The member is obliged to inform the association of any changes to account details (IBAN and BIC), changes of bank and changes of personal address on an ongoing basis.

11. Further details can be regulated by the Joint Board in the contribution regulations.

12. If the direct debit cannot be made for reasons for which the member is responsible and the association is charged bank fees (return debit notes) as a result, these fees shall be borne by the member.

13. If the membership fees have not been received by the association by the due date, the member is in default of payment without further reminder. The outstanding annual fee shall then bear interest at 5 percentage points above the prime rate in accordance with § 247 of the German Civil Code until it is received in accordance with § 288 Para. 1 of the German Civil Code.

§ 8 Bodies of the association

The bodies of the association are

- a) the Board of Directors,
- b) the Joint Board,
- c) the General Meeting.

§ 9 The Board of Directors and the Joint Board

1. Women should make up 50 percent of the members to be elected by the General Meeting to the Board of Directors and the Joint Board of the association. The minimum percentage must be observed in the event of new elections becoming necessary and in the event of any provisional appointments to fill individual or several positions on the Board of Directors. Existing mandates can be exercised until their scheduled end. If there is an uneven number of seats on the Board of Directors and Joint Board, the imbalance between women and men must be only one seat.

2. The Board of Directors consists of

- a) the Chairperson,
- b) the Vice Chairperson,
- c) the Treasurer.

The members of the Executive Board form the Executive Board under association law within the meaning of § 26 of the German Civil Code and are the legal representatives of the association. All members of the Board of Directors pursuant to § 26 of the German

Civil Code are each authorized to represent the association together with one other member of the Board of Directors and are jointly responsible vis-a-vis the General Meeting.

3. The Board of Directors is assisted by 7 additional members as an Extended Board of Directors. The Executive Board and the Extended Board of Directors together form the Joint Board. All members of the Board of Directors have the same right to make proposals and vote. The Chairpersons and Vice Chairperson of the Board of Directors are also the Chairperson and Vice Chairperson of the Joint Board. The female members of the Board of Directors use the feminine form for their official title.

4. The Board of Directors is bound by the decisions of the Joint Board, unless these decisions contradict legal regulations.

5. The management of LSN M GmbH is represented as a member of the Joint Board.

6. Two seats on the Board of Directors should be filled by public scientific institutions (universities, universities of applied sciences, non-university research institutions) that are full members of the association. If there are not enough candidates from among the public scientific institutions, the seats can be filled elsewhere, like the other seats on the Joint Board, by election by the General Meeting.

7. The members of the Board of Directors and the Extended Board of Directors are elected in separate ballots. The election of the members of the Extended Board of Directors takes place after the election of the members of the Board of Directors. Non-elected candidates for the Board of Directors may run for the Extended Board of Directors.

8. Elections to the Board of Directors and the Joint Board are held by secret ballot at the General Meeting.

9. The members of the Executive Board (Chairperson, Vice Chairperson, Treasurer) are elected individually. In the election to the Board of Directors, each candidate must state for which of the three positions on the Board of Directors they are standing. The elections for the positions on the Board of Directors take place in one ballot.

It should be noted that at least one man or at least one woman must be represented on the Board of Directors. If the ballot does not result in a corresponding gender distribution, the balance is achieved by comparing the number of votes of the candidates for the individual positions. The position is filled with the underrepresented gender for which the vote gap between the candidates being compared is the smallest.

The candidate who receives the most valid votes cast is elected (relative majority). In the event of an equal number of votes, if one of the persons standing for election is female, she is elected. Otherwise a drawing of lots decides the outcome.

10. The Extended Board of Directors is elected in a single ballot. Each voter receives six votes and can cast a maximum of one vote for each candidate. Those entitled to vote do not have to cast their votes. Votes not cast count as abstentions. The seats on the Extended Executive Board are allocated in the order of the most votes won, taking into account the regulation on gender equality (§9.1) and the quota regulation for scientific institutions (§9.6). In the event of a tie for the last seat to be allocated, a run-off vote must be held. If this again ends in a tie, the decision is made by drawing lots so that a ranking list can be drawn up for the six positions to be awarded.

If the ranking list for the Extended Board of Directors does not fulfill the quota according to §9.1 and §9.6, the candidates of the underrepresented groups replace candidates who are higher in the ranking list, starting with the rank with the lowest number of votes, according to the number of votes they received. This will take place until the aforementioned quotas have been implemented.

11. The elections are only completed when the elected candidate has accepted the election.

12. The results of the individual ballots must be recorded in writing and signed by the secretary and the chairperson of the meeting.

13. All members of the Board of Directors are elected by the General Meeting for a term of two years. However, they remain in office until a new member of the Board of Directors is elected. The re-election of a member of the Board of Directors is possible.

14. Any fully legally competent ordinary member and honorary member of the association who is also a natural person is eligible for election to the Board of Directors. The legal representatives and authorized representatives of legal entities that are members, including their affiliated companies, are also eligible for election, provided they are natural persons.

15. In the event of the premature resignation of a member of the Joint Board, the remaining members have the right to appoint (co-opt) a temporary member by a two-thirds majority. This must be confirmed at the next ordinary General Meeting for the remainder of the term of office of the Board of Directors.

§ 10 Management

The association may have a management board. This is appointed or dismissed by the entire Board of Directors. The management may receive compensation commensurate with the work involved and the financial resources of the association.

The management of the association participates in meetings of the Joint Board in an advisory capacity. The Chairperson or the respective statutory representative within the Board of Directors is authorized to issue instructions to the management in accordance with § 26 of the German Civil Code.

§ 11 Tasks and Work of the Joint Board

1. The Joint Board manages the association. It is responsible for the organization of the association's work. All activities of the association are to be controlled by the Joint Board. The Joint Board manages the association's assets, conducts the day-to-day administration, ensures that the obligations arising from the cooperation agreement with LSN M are fulfilled and conducts all association business in accordance with the Articles of Association, the resolutions of the General Meeting and the resolutions of the Board of Directors.

The Joint Board may adopt rules of procedure.

2. Meetings of the Joint Board are held as required; a quarterly meeting is held at least once a quarter. Meetings of the Board of Directors must be held either virtually and/or in person.

Guests may be invited to the meetings of the Joint Board in order to support the work of the Joint Board. At least one member of the Board of Directors must attend the meetings of the Joint Board.

3. The Joint Board is appointed by the Chairperson by e-mail, fax or via the distribution channels agreed by the Joint Board, with a notice period of 10 working days.

4. The Joint Board constitutes a quorum if at least 5 of the members of the Joint Board are present and represented. In the event of a lack of quorum at a quarterly meeting, the Chairperson shall convene another meeting with the same agenda within three days. This is quorate regardless of the number of Board members present.

5. The Joint Board passes its resolutions by open vote with a simple majority of votes, unless the law or the Articles of Association stipulate other majorities.

6. In urgent cases, resolutions may also be passed by circular resolution. The reason for and result of the circulation resolution must be reported at the next regular meeting of the Joint Board and recorded in the minutes.

7. The Treasurer keeps records of the association's income and expenditure, manages the association's accounts and treasury and prepares the income statement and the business plan for the General Meeting.

8. The invitation, the agenda, any draft resolutions on the individual items on the agenda, the results of discussions and voting by the Joint Board, etc. must be recorded in writing. The draft minutes shall be forwarded to all members of the Joint Board for approval. If no written objection is raised within 4 weeks of dispatch, the minutes shall be deemed approved. Otherwise, it must be discussed at the next meeting and revised if necessary. The original of the minutes must be signed by the person taking the minutes and a member of the Board of Directors present at the meeting at which the minutes were taken and filed with the Board of Directors.

9. The Joint Board must inform the members of all significant business transactions.

10. The above provisions of Clauses 2 to 6 and 8 apply accordingly to the Board of Directors. The Board of Directors is quorate if at least two of its members are present.

§ 12 Recall of the Joint Board or Individual Board Members and the Treasurer

1. The Joint Board can be voted out of office by the General Meeting as a whole or individually before the end of the respective election period for good cause.

2. Voting out of office can only take place if the corresponding agenda item was included on the agenda sent to all members with the invitation.

3. The corresponding agenda item can be proposed for the agenda by the Joint Board. The corresponding agenda item must be included in the proposal for the agenda by the Joint Board if one tenth of the members of the association with voting rights request its inclusion in writing.

4. At the General Meeting, the proposing members have the right and the duty to objectively justify their motion to recall.

5. If the motion to recall is directed against the Chairperson of the Board of Directors, the chair of the meeting on this point is the responsibility of the Vice Chairperson of the Board of Directors.

If the motion to recall is directed against both and any other members of the Joint Board, the Joint Board shall appoint a chairperson from among its members who is not affected by the motion to recall. If the motion to recall is directed against the entire Joint Board, the General Meeting must elect a chairperson for this agenda item before the motion to recall is discussed.

6. Recalling requires a majority of two thirds of the voting members present and represented.

§ 13 The General Meeting

1. The supreme body of the association is the General Meeting.

2. An ordinary General Meeting (Annual General Meeting) takes place every year, if possible in the first quarter of the calendar year.

3. The members are to be invited by e-mail, fax or letter, stating the agenda proposed by the Joint Board and giving at least three weeks' notice from the date of dispatch in the order stated. Sending the invitation by post should remain the exception for cost reasons. The invitation letter shall be deemed to have been received by the member if it has been sent to the e-mail address, fax number or postal address last notified to the Association by the member three days before the end of the notification period. Incorrect and outdated addresses are the responsibility of the respective member.

4. An extraordinary General Meeting must be convened by the Joint Board within two weeks of the request being submitted within the next two months following the request, with a corresponding agenda, if

a) the Joint Board decides or

b) one tenth of the members entitled to vote have submitted a written request to the Joint Board.

5. All members are entitled to submit written motions for the agenda to the Joint Board up to one week before the date of the General Meeting, stating the reasons for their submission. This must be indicated in the notice for the General Meeting with reference to the deadline. The chairperson of the General Meeting must supplement the agenda accordingly at the beginning of the General Meeting.

6. The General Meeting is chaired by the Chairperson, and in whose absence by the Vice Chairperson or the Treasurer. If no member of the Board of Directors is present, the meeting shall be chaired by another member of the Joint Board. If no other member of the Joint Board is present, the meeting appoints the chairperson. In the case of elections, the chair of the meeting may be delegated to an election committee for the duration of the ballot and the preceding discussion. The secretary is appointed by the chair of the meeting; a non-member may also be appointed as secretary.

7. Every properly convened General Meeting has a quorum regardless of the number of members present.

8. The agenda must be formally adopted at the beginning of the General Meeting.
9. Members or, in the case of legal entities, their legal representatives, may transfer their voting rights at the General Meeting by authorizing a third party. Authorization must be granted separately for each General Meeting; however, one member may not represent more than three third-party votes.
10. The power of attorney must be submitted at least in text form in accordance with § 126 of the German Civil Code (fax, computer fax, e-mail possible) to the Joint Board before the start of the meeting. The Joint Board must enclose the corresponding authorization forms with the invitation to the General Meeting.
11. Before entering into the agenda of the General Meeting, a formal determination of voting rights must be made by the chair of the meeting (natural and legal persons present and represented by proxy). The result of the determination of voting rights must be established in advance and recorded in the minutes.
12. The General Meeting passes its resolutions by a simple majority of the valid votes cast in an open vote by show of hands, unless the law or these Articles of Association stipulate a different voting method. The vote shall be conducted by secret ballot if one third of those present and entitled to vote so request.
13. Amendments to the Articles of Association require a 3/4 majority of the valid votes cast. At least half of the members must be present or represented by proxy.

§ 14 Tasks of the General Meeting

1. The General Meeting decides on all matters of fundamental importance
. It may submit all necessary decisions to its resolution, provided that this is requested in writing by one or more members, stating the question to be decided.
2. The General Meeting has the following tasks in particular:
 - a) Determination of the quorum and the formality and timeliness of the invitation.
 - b) Resolution on the agenda of the respective meeting and adoption of the minutes of the previous meeting.
 - c) Resolution on the composition of the Board of Directors and the Joint Board and election of their members.
 - d) Acceptance and evaluation of the statement of accounts of the Joint Board, approval of the income statement, discharge of the members of the Joint Board.
 - e) Receiving, evaluating, discussing and passing resolutions on the plans of the Joint Board, passing resolutions on the business plan on the basis of written resolution proposals from the Joint Board and, if applicable, amendment proposals from the meeting.
 - f) Resolution on the respective contribution regulations.

g) Resolution on amendments to the Articles of Association or changes to the purpose of the Association, if this is included as a resolution item on the agenda sent out in good time and written resolution proposals were sent out with the invitation.

h) Resolution on contested exclusions

i) Discussing and passing resolutions on all other projects submitted to it by the Board of Directors as a whole and on matters reserved for the General Meeting by law or the Articles of Association.

j) Resolution on the dissolution of the Association.

k) The General Meeting may - insofar as this does not conflict with the law or the Articles of Association - delegate all decision-making powers to itself.

3. The invitation, the agenda, any draft resolutions on the individual agenda items, the results of discussions and voting at the General Meeting, etc. must be recorded in writing. The draft minutes shall be sent to all members 4 weeks after the General Meeting. If no objection is raised in writing (fax, computer fax, e-mail possible) within 4 weeks of dispatch, the minutes shall be deemed approved. A later challenge is no longer possible. Objections received by the deadline must be discussed and resolved at the next General Meeting. The original of the minutes must be signed by the respective chair of the meeting, the person taking the minutes and another member of the Board of Directors present at the General Meeting at which the minutes were taken and filed in the Association's records.

§ 15 Association Groupings

1. If groups with common specific interests form within the association, these groups can come together in working groups. The aim of working groups is to bundle the community of interests within the association.

2. The appointment of a working group is to be requested from the Joint Board, whereby the purpose, scope of activities and participation as well as internal structures are to be specified. Approval is granted by a simple majority at the quarterly meeting of the Joint Board. The working group organizes internal events and activities in coordination with the association's board. A working group can dissolve itself at any time by notifying the Joint Board.

3. The working group elects a working group leader from among its members for a period of two years, who represents the interests of the working group vis-à-vis the Joint Board.

4. The Joint Board is obliged to promote the work of the working groups. The working group may only act on behalf of the association in consultation with the Board of Directors. In particular, the working group is not authorized to exercise the rights of the Board of Directors within the meaning of § 26 of the German Civil Code

5. Working groups have the opportunity to report on results at the General Meetings.

§ 16 Data Processing, Data Protection within the Association

1. In order to fulfil the purposes and tasks of the association, personal data about the personal and factual circumstances of the members of the association are stored, transmitted and modified in the association's data processing system in compliance with the statutory provisions of the EU General Data Protection Regulation and the Federal Data Protection Act (BDSG).
2. Every member has the right to:
 - a. Information about the personal data stored about him/her,
 - b. Correction of the personal data stored about him/her if it is incorrect,
 - c. Blocking of the personal data stored about him/her if, in the case of alleged errors, neither their correctness nor their inaccuracy can be determined,
 - d. Deletion of the personal data stored about him/her if the storage was inadmissible.
3. The bodies of the association and all employees or other persons working for the association are prohibited from processing, disclosing, making accessible to third parties or otherwise using personal data without authorization for purposes other than those for which the association is responsible. This obligation shall survive the departure of the above-mentioned persons from the association.

§ 17 Data Protection Guidelines

1. The collection and processing of personal data of members and employees by the association only takes place insofar as this is necessary to fulfill the purpose of the statutes or if the express consent of the data subject has been obtained.
2. The collection and processing of personal data is carried out in accordance with the provisions of the EU General Data Protection Regulation and the Federal Data Protection Act.
3. The association shall issue data protection guidelines for the further organization of and details about data collection and use, which shall be adopted by the General Meeting at the proposal of the Board of Directors.

§ 18 Data Protection Officer

If more than 20 people regularly handle the personal data of members in the association, a data protection officer must be appointed.

§ 19 Dissolution of the Association

1. The association may be dissolved by resolution of the General Meeting.
2. The meeting is quorate if at least half of the members entitled to vote are present. Dissolution can only be resolved with a majority of three quarters of the votes cast. The vote must be taken by roll call.
3. Unless the General Meeting decides otherwise, the Chairperson and the Vice Chairperson are jointly authorized liquidators.

4. If the association is dissolved or abolished, except for the purpose of merging with another corporation serving similar or the same charitable purposes, or if its previous purpose ceases to exist, its assets shall be transferred to the institution, which the General Meeting shall determine by resolution.

5. The above provisions shall apply accordingly in the event that the association is dissolved for any other reason or loses its legal capacity.

Hamburg, 25 February 2021