

# **Association Statute:**

## **BIOKON International**

Version based on the resolution of the foundation meeting on March 4th, 2009

### **§ 1 Name and Place of Residence**

- (1) Name of the association is "BIOKON international - The Biomimetics Association".
- (2) The association is enrolled in the register of associations according to German law. After registration, the association shall bear the endorsement e.V. (registered association).
- (3) The association requests a non-profit status.
- (4) Residence of the association is Berlin, Germany. All communication with non German-speaking members shall be in English. Records of proceedings and documents pertaining to the statutes shall be included in German and English.
- (5) A fiscal year shall be a civil year.

### **§ 2 Purpose of the Association**

- (1) The association is a coalition of scientists and institutions who are qualified in the area of biomimetics, bionics or bio-inspired technologies and other interested parties, who positively promote and support the advancement of this scientific field and its field of application in research, education, business and politics.
- (2) On an international level, the association pursues immediate non-profit purposes exclusively, in accordance to section "tax-privileged purposes" for supporting science, research and education of the General Fiscal Law. The association shall accomplish its purpose specifically by the following:
  - a. International initiatives and activities by its members to achieve an integrative network of biologic and engineering research, to support evaluations of the international stages of development and the analysis of trends;
  - b. Assistance and cooperation with national and regional biomimetic networks of our members' countries of origin and the establishment of special work groups;
  - c. Initiation, execution or attendance of international research, development and implementation projects in the area of biomimetics;

- d. Pooling of interests in regards to funding on the political agenda and introduction of focus areas requiring funding;
  - e. Organisation and execution of scientific and publicly effective events and exhibitions open to everyone interested;
  - f. Joint publications of scientific results in a timely manner and in the context of the association's international funding projects;
  - g. Execution of further education and training measures in the area of biomimetics, open to the general public;
  - h. Lobbying activities in science, business, politics and society;
  - i. Providing the general public with information on current developments in biomimetics by means of the media and the Internet.
- (3) The association acts selflessly and pursues exclusively non-profit, non commercial goals. Non-profit purposes in this sense are: support of science, research and education. The funds of the association, surpluses and incurred revenues shall be used for statutory purposes only.
  - (4) In order to serve its purpose, the association may assign a third party with certain functions. Placing is ensued to auxiliary personnel according to § 57 par. 1 clause 2, General Fiscal Law.
  - (5) Members do not receive benefits from the association's funds, compensation for expenses is allowed with prior approval by the executive board. Compensation of members for services provided in the realm of common salaries are permitted.
  - (6) No person shall be benefited by means of expenses that are alienated from the associations' purpose or disproportionately high compensations.
  - (7) In the pursuit of its purpose, the association may itself attain membership in other federations.

### **§ 3 Membership**

- (1) Every individual and legal person who accept this statute, support the goals of this society and are willing to contribute to its goal attainment, may become members of the association.
- (2) Membership of this association may be granted to:
  - a. individual people;
  - b. legal persons.

Legal entities in this association shall be represented by an authorized person. This person is entitled to be elected to the executive board and has the right to vote at elections for the executive board as well as any other decision making process at the general assembly.
- (3) Membership may be attained by the following means:

- a. attendance of the foundation meeting (founding member);
  - b. decision of the executive board based on a written application for admission.
- (4) Individual persons may be awarded honorary membership upon proposal by the executive board, if they have rendered special services in the pursuance of the associations' goals. They have the same rights as other members but are exempt from membership fees.

#### **§ 4 Termination of Membership**

- (1) The membership ceases:
- a. in case of individual people with their death; for legal entities with the liquidation of their organisation;
  - b. by withdrawal from the association;
  - c. by expulsion from the association.
- (2) Voluntary withdrawal from the association shall be declared in a written statement to a member of a board. Withdrawal is valid only to the end of a calendar year and subject to a term of three months.
- (3) A member may be expelled from the association based on a resolution by the executive board,
- a. if the requirements for admission according to § 3 of this statute are no longer valid;
  - b. if the reputation of the society has been culpably damaged;
  - c. if it contravenes with the interests, efforts and goals of the association;
  - d. if decisions of the executive board and general assembly have been deliberately violated;
  - e. if the member has been in delay for membership payments for at least two years;
  - f. if insolvency proceedings have been declared against the member or the same has been ceased due to insufficient funds;
  - g. in other serious cases.

The exclusion shall be decided by a simply majority vote by members of the executive board. Prior, the affected member shall be granted the opportunity of a hearing. The exclusion shall be justified in writing.

Within 14 days after receipt of the justification, a written appeal against expulsion may be submitted to the executive board, whereas an explanatory statement shall be included.

The general assembly shall decide on the appeal. Until then, the statutory rights of the affected party shall adjourn.

- (4) Neither voluntary withdrawal nor expulsion from the association voids the responsibility to pay due fees and does not grant the right to claim refund of payments made or rights to the assets of the association.

### **§ 5 Membership fees**

- (1) Members pay a yearly fee.
- (2) The general assembly decides on the amount and due dates of fees as well as shares in the costs based on proposals made by the executive board by means of a 2/3rd majority of valid votes.
- (3) Furthermore, the general assembly shall determine the amount of a possible admission fee.

### **§ 6 Entities / Structure of the Association**

- (1) Entities of the association are:
  - a. the general assembly;
  - b. the executive board.
- (2) The general assembly shall resolve to establish further entities.

### **§ 7 General Assembly**

- (1) Functions of the general assembly:
  - a. Decisions on the strategic development of the association;
  - b. Taking of decisions on submissions of the executive board;
  - c. Election of accountants;
  - d. Admission of annual reports and accounting of the expired business year;
  - e. Discharge of the executive board;
  - f. Resolutions on budgets for the following business year;
  - g. Election and dismissal of members of the executive board;
  - h. Cancellation of the association and resolution on usage of assets;
  - i. Assignment of membership fees in accordance with § 5.
  - j. Appointment of further association entities;
  - k. Changes in statutes (proposals for changes must be announced on the agenda of the general assembly).
- (2) Each member is allowed one vote in the general assembly.
- (3) A member may be represented by another member by means of a written mandate. The written mandate must be presented to the executive board prior to the taking of decisions.

- (4) A member's voting rights shall rest if this member is past due on the payment of membership fees by more than 12 months.
- (5) The general assembly is quorate, if at least 1/3rd of its members are present or duly represented and if at least one member of the executive board is present. If the assembly is not quorate, the executive board is compelled to call a second date for the meeting with a same agenda within one month; this general assembly will be quorate independent of the number of attending members. The members will be informed about this case in their invitation.
- (6) The general assembly shall meet at least once a year.
- (7) The executive board summons the general assembly by written or electronic invitation including the relevant agenda, six 6 weeks prior to the meeting.
- (8) Each member may request a change of the agenda up to one week prior to the assembly.
- (9) An extraordinary general assembly will be summoned, if:
  - a. it is in the best interest of the association or
  - b. at least 1/5th of members demand such a meeting by stating reasons and purpose in writing.
- (10) The general assembly is conducted by the president; or the vice president at his or her absence.
- (11) The general assembly makes decisions based on simply majority of counted valid votes; abstentions shall not be considered. In case of a voting tie, the proposal shall be considered rejected. In order to change statutes or cancel the association and to determine membership fees, a 2/3rd majority of counted valid votes is necessary.
- (12) Minutes are taken on decisions by the general assembly. The minute shall be signed by the head of the assembly and the recorder, who are elected by the general assembly. The minute shall include the following: time and date of the meeting, names of the head of assembly and recorder, names of members present, agenda, style and results of elections. In case of changes in statutes, the exact wording shall be registered.

### **§ 8 Voting options in written or electronic form**

- (1) Each member may address the executive board with proposals by written or electronic means. The executive board will decide on requests according to its assigned authorities. If the proposal can not be decided upon by the executive board, it shall be passed on to all members for a referendum within three months, either in writing or electronically.
- (2) In the case of time-critical decisions, the executive board shall send the reasonable proposal to all members for a referendum by written or electronic means.

- (3) Requests by the executive board (except in cases stated in § 7 par. 11) shall be decided by simple majority within four weeks.

### **§ 9 Executive Board**

- (1) The executive board consists of a minimum of 5 members of the association.
- (2) The executive board elects a president and a 1st and 2nd vice president from their reigns.
- (3) The executive board shall be elected by the general assembly by ballot with a simple majority for a duration of two years starting at the day of election. Each member eligible to vote may cast as many votes at the election as members for the executive board are designated. Members of the executive board shall remain in office until a new board is elected.
- (4) Members of the association or their representatives as defined in § 7 (3) are eligible to be elected for the executive board.
- (5) Reelection or early dismissal due to important reasons by the general assembly shall be permitted.
- (6) With the termination of membership in the association, the appointment to the executive board shall end as well.
- (7) The association shall be represented by its president alone, juridically and out-of court. Both vice presidents are jointly authorised to represent as well.
- (8) The executive board may appoint an executive director and may arrange rules for authorized representation in the rules of operation.
- (9) According to § 2, the executive board may enter contracts for employment, service or work with individual or legal entities to fulfill the tasks of the association. Just as with the associations own members and entities, whereas § 2 par. 3, 4 and 5 of this statute and § 27 BGB (German law Civil Code) must be considered.
- (10) The executive board is entitled to govern affairs of the association, as long as they are not assigned to another entity by law or this statute. The executive board is primarily responsible for the following:
  - a. Preparation of general assembly and determination of agenda;
  - b. Summoning of the general assembly;
  - c. Implementation of activities as enacted by the general assembly;
  - d. Budgeting for each fiscal year and preparation of the annual statement;
  - e. Appointment and supervision of the executive director.
- (11) The executive board makes decisions in the realm of board meetings. It is quorate if at least half of its members are present. The executive board makes a decision by simple majority of valid votes, as long as not otherwise specified in the statute. In the case of a voting tie, the proposal shall be rejected. Neither the

summoning nor the meeting itself are formally arranged. The agenda must be included in the invite. The time limit for invites shall be at least three weeks.

- (12) The executive board may come to a decision by written or electronic communication if all members of the board agree to this procedure.
- (13) The executive board's work is voluntary. Members of the executive board do not receive compensation.

### **§ 10 Management**

- (1) For the pursuit of its daily business the association may appoint an executive director. It is not required that he or she is a member of the association.
- (2) The board of executives may authorize him or her to represent the association legally and out-of court.
- (3) The executive director is appointed and dismissed by the executive board.
- (4) The management is entitled to attend and consult in board meetings and general assemblies.
- (5) The executive board determines the executive director's salary.

### **§ 11 Auditing**

To examine the annual statements, two auditors shall be elected by the general assembly each year, who shall not hold another office in the association. The auditors give account to the general assembly on the results of their inspection. Reelection shall be possible.

### **§ 12 Funding**

The pursuit of the association's purposes may be funded by the following means:

- (1) Membership fees;
- (2) Subsidies for scientific research projects, educational and environmental tasks of public interest;
- (3) Financial and property contributions from members and other sponsors;
- (4) Attendance fees for scientific functions as well as advanced training and educational measures by the association;
- (5) Revenues from publications, consultancy and informational services;
- (6) Public grants and other subsidies;
- (7) Surpluses and other earnings of the association.

### **§ 13 Dissolution of the association**

- (1) The resolution to dissolve the association shall only be made by majority vote of the general assembly according to § 7 (11). The request for dissolution of the association must be specifically mentioned at the invite for the general assembly.
- (2) In case of the dissolution of the association or discontinuation of tax-advantaged purposes, its assets shall be awarded to “The Society for Experimental Biology”, in Southampton, United Kingdom, who shall utilize the same immediately and exclusively for tax-advantaged purposes.
- (3) The rules mentioned above apply accordingly, if the association is dissolved due to another reason or if it loses its ability to perform its rights and duties.

### **§ 14 Transitional regulations**

- (1) The executive board is entitled to change the statute, if required by the law registry court for its entry in the register of associations and if these changes do not refer to the definition of the associations’ purpose, the authorities of the general assembly, the majority ruling for elections and decision making or the usage of assets in the case of dissolution.
- (2) The statute above shall be accepted on the occasion of the foundation meeting on March 4, 2009 in Berlin.

Founding members:

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