

# **Constitution of the “Alumni Deutsches Krebsforschungszentrum Heidelberg e. V.”**

## **Vereinigung zur Förderung der Forschung und Lehre am Deutschen Krebsforschungszentrum Heidelberg Association for the Promotion of Research and Teaching at the German Cancer Research Centre, Heidelberg**

### **Preamble**

In light of the special importance of this meeting for the promotion of the research of the German Cancer Research Centre, Heidelberg, the members present resolved to found the association “Alumni Deutsches Krebsforschungszentrum Heidelberg e.V. – Vereinigung zur Förderung der Forschung und Lehre am Deutschen Krebsforschungszentrum Heidelberg” (“Alumni DKFZ”) in the legal form of a legally competent, registered association.

### **§ 1 Name**

The Association shall be called the “Alumni Deutsches Krebsforschungszentrum Heidelberg e.V. – Vereinigung zur Förderung der Forschung und Lehre am Deutschen Krebsforschungszentrum Heidelberg”. The Association will be entered in the Register of Associations.

### **§ 2 Head offices and business year**

The seat of the Association is Heidelberg. The business year is the calendar year. The first business year ends on 31.12.2004.

### **§ 3 Purpose of the constitution**

The purpose of the constitution is as follows:

- (1) to maintain and support the exchange of ideas and experience between scientists, employees, former employees and the public at both national and international level;
- (2) to establish, consolidate and promote the commitment of members to the DKFZ, in order to strengthen the contact between science and practice, for the general good, both nationally and internationally;
- (3) to promote research, teaching, further education, art and culture at the DKFZ;
- (4) to support young scientists, both in the practice of science and in general;
- (5) in order to achieve the above purposes, the Association may either act itself, or may provide other non-profitmaking organisations with funds or material assistance, to a reasonable degree, although the use of such funds or material assistance is restricted to the constitutional purpose of the Association.

#### **§ 4 Implementation of the purpose of the constitution**

- (1) The purpose of the constitution will be implemented in particular by means of:
  - publicity work and soliciting of donations;
  - financial and material support of research, teaching, further education, art and culture at the DKFZ;
  - organisation of public, scientific conferences, congresses and further education;
  - promotion of the exchange of opinions and experience between science and practice;
  - financial and material support in the training and education of scientists;
  - financial and material support of the social and cultural character of scientists;
  - national and international club work;
  - publication of newsletters, Association periodicals etc.
- (2) The Association will further undertake other suitable measures which it considers necessary for the achievement of the purpose of the Association.

#### **§ 5 Non-profitmaking status**

- (1) The Association will pursue exclusively and directly non-profitmaking purposes in the sense of the Section "Tax-exempt purposes" of the tax code. The Association does not act in its own interest. It does not primarily pursue self-sustaining purposes. Association funds may be used only for the constitutional purposes.
- (2) The members of the Association may not draw any profit and, in their capacity as members, may not receive any allowances from the Association funds.
- (3) Nobody may benefit from administration expenses for purposes foreign to the Association, or unreasonably high remunerations.
- (4) On leaving the Association, or on the dissolution of the Association, members will not be refunded for their membership fees, or any other payments or investments.

#### **§ 6 Voting majority**

Unless specified otherwise elsewhere in this constitution, resolutions will be decided by a majority of votes. Abstentions will be disregarded. In the event of a tied vote, the application will be deemed to be rejected.

#### **§ 7 Organs**

The organs of the Association are:

- the General Meeting
- the Board.

## **§ 8 Ordinary General Meeting**

- (1) The General Meeting will be convened at the request of the Board (Ordinary General Meeting). The meeting will rule on the tasks allocated to it by this constitution.
- (2) The General Meeting must be convened regularly by the Board at the end of two business years, by giving a period of notice of at least one month following announcement in the Alumni Newsletter, and stating the agenda defined by the Board. The Alumni Newsletter will be sent out to every Association member. If members have an e-mail address, the Newsletter will be sent out by e-mail, if not, by post. The notice period begins on the day following the mailing of the letter or e-mail. The announcement in the Alumni Newsletter is considered as the official invitation to the General Meeting. The invitation is considered to have been delivered to the member if the Alumni Newsletter is sent to the last address notified to the Association by the member in writing.
- (3) The General Meeting has in particular the following tasks:
  - Acceptance of the statement of account of the Board,
  - Approval of the actions of the Board,
  - Approval of the budget,
  - Amendments to the constitution,
  - Election of the Board members, with the exception of the ex-officio member,
  - Selection of auditors,
  - Definition of the membership fees,
  - Ruling on the appeal of a member against his expulsion by the Board or of an applicant against the rejection of his membership application,
  - Award of honorary memberships.

The General Meeting is empowered to pass resolutions if it has been properly convened, irrespective of the number of members present. The General Meeting may make recommendations to the Board concerning matters which fall within the responsibility of the Board; in such matters, the Board may also request the opinion of the General Meeting.

- (4) The Board determines the time, place and agenda of the General Meeting – subject to the regulations concerning the Extraordinary General Meeting.
- (5) The Chairman of the Board or another member of the Board chairs the General Meeting and appoints the secretary. If none of these persons are present, the General Meeting will elect a chairperson from their number, and appoint a secretary.

## **§ 9 Extraordinary General Meeting**

- (1) The Board must convene a General Meeting immediately if so required by the interests of the Association, or if at least one-tenth of the members request the

convening of a meeting in writing, stating the relevant grounds, purpose and agenda (Extraordinary General Meeting).

- (2) Otherwise the rules concerning the Ordinary General Meeting apply accordingly.

### **§ 10 Applications**

- (1) Applications by members must be made in writing, unless they concern the order of business.
- (2) Applications must be received at least two weeks before the General Meeting by the Board, which will then amend the agenda accordingly. The chairperson will announce the amendment at the start of the General Meeting.
- (3) Applications not lodged 2 weeks in advance as specified in (2) above will only be considered if so resolved by the General Meeting.
- (4) Paragraphs (2) and (3) do not apply to counter-motions or amendment applications by the General Meeting.

### **§ 11 Reports and minutes**

- (1) The report of the Board will be sent out to members together with the invitation to the General Meeting.
- (2) Minutes will be kept of the General Meeting and its resolutions. The minutes must be signed by the chairperson and the secretary of the meeting. The minutes should contain the following information:
  - Place and time of the meeting
  - Name of the chairperson and secretary
  - Number of members present
  - The agenda
  - Results of votes
  - In case of amendments to the constitution, their exact wording.

### **§ 12 Board**

- (1) The Board consists of four members (including the Treasurer and Secretary). They constitute the Board in the sense of § 26 BGB (German Civil Code). Two members of the Board together, including the Treasurer, are allowed to conduct business and represent the Association. The members of the Board will select from their number a Chairman of the Board, who represents the Association outwardly.
- (2) The Chairperson of the Management Board of the DKFZ is an ex-officio member of the Board. The other members of the Board are elected by the General Meeting for a period of four years. Members may be re-elected to the Board. The Board however remains in office until a new Board is elected. The office of a member of the Board comes to an end if they cease to be a member of the Association.

- (3) If power of representation is sufficient, the members of the Board are relieved of the self-contracting restrictions of § 181 BGB.
- (4) The General Meeting can elect further members from its number as far as this appears necessary for the assistance of the Board.
- (5) All members of the Association qualify for election; Members may also be re-elected.
- (6) The term of office of the ex-officio member of the Board comes to the end at the end of their period of office as Chairperson of the Management Board of the DKFZ.
- (7) If an elected member of the Board leaves the Board before the end of his period of office, the Board will determine a successor until a new member is elected by the General Meeting.
- (8) Only members of the Association may be elected to the Board.

### **§ 13 Responsibilities of the Board**

The Board is responsible for the affairs of the Association, provided that these are not allocated to another organ of the Association by the constitution. The Board is in particular responsible for the following tasks:

- Preparation and convening of the General Meeting
- Establishment of the agenda
- Preparation of the budget
- Implementation of the resolutions of the General Meeting
- Accounts
- Preparation of an annual report
- Deciding on the acceptance or rejection of members.

The Board may allocate itself rules of procedure.

### **§ 14 Liability of the Board**

The liability for actions of the Board with regard to the assets of the Association is restricted to the assets of the Association. The Board may only enter into obligations on behalf of the Association up to the level of the Association's assets. Its authority is expressly limited to this degree.

### **§ 15 Membership**

- (1) The membership of the Association consists of ordinary members and promoting members. All members have equal voting rights.
- (2) Ordinary members may be any current or former employee of the DKFZ. Promoting members may be any natural person, legal entity or association of persons.
- (3) Promoting members may be accepted if this appears pertinent to the promotion of the work of the Association.

- (4) Every member may have himself represented in the exercise of his membership rights. The corresponding written authority must be submitted to the Board. Subsidiary authority may also be given.

### **§ 16 Acceptance and commencement of membership**

- (1) The Board decides on the acceptance of new members. In case of rejection, the applicant may call on the General Meeting, who will decide on the application by means of a two-thirds majority.
- (2) Membership commences as soon as the applicant has been notified to this effect in writing by the Board.

### **§ 17 End of membership**

- (1) Membership lapses in the case of natural persons on the death of the member, and in the case of legal entities and associations of persons on their dissolution. Membership also lapses in accordance with the following regulations.
- (2) Membership lapses by resignation from the Association. Resignation must be made in writing to the Board, and must be made by giving a period of notice of three months up to the end of a business year.
- (3) The Board may expel a member from the Association on the grounds of gross misconduct that damages the reputation or objectives of the Association. Such a resolution requires the agreement of all members of the Board. A suitable hearing must be given to the member concerned before such a resolution is passed. The expulsion decision must be justified to the member concerned in writing, and sent to him by registered letter. The member concerned then has a period of one month from receipt of the letter to appeal to the Board in writing against his expulsion. The appeal has a delaying effect. The General Meeting will decide on the appeal by means of a two-thirds majority. If the member fails to exercise his right of appeal within the specified time, this constitutes acceptance of the expulsion decision.
- (4) Otherwise membership also comes to an end in the other cases specified in this constitution.

### **§ 18 Membership fees**

- (1) The membership fees are annual fees. They become due for payment in advance on the 1<sup>st</sup> January of each year. If a member joins the Association during the year, the first membership fee becomes due on acceptance. In special cases, and on application, the Board may defer payment of the membership fee for a period of up to two years from the due date.
- (2) The General Meeting will decide on the amount of the membership fee.
- (3) The General Meeting may set a higher fee for legal entities and associations of persons than for natural persons.

- (4) If a member fails to pay the membership fee, despite a warning, within a period set in each individual case, although of at least one month following dispatch of the warning letter, this will be considered as equivalent to resignation. The member must be notified of this consequence in the warning letter. It is sufficient for the warning letter to be sent to the last address notified to the Board by the member.

#### **§ 19 Amendment of the constitution**

- (1) The General Meeting decides on amendments to the constitution by means of a two-thirds majority of the members taking part in the vote. In the sense of this regulations, abstentions are also considered to have taken part in the vote.
- (2) Every resolution on amendment of the constitution must be submitted to the responsible tax office prior to notification to the Court of Registration.

#### **§ 20 Dissolution of the Association**

- (1) The dissolution of the Association can only be resolved by means of a three-quarters majority of the members present.
- (2) The General Meeting that decides on the dissolution of the Association will also select the liquidator.
- (3) In the event of dissolution of the Association or the abolition of its previous purposes, the assets of the Association fall exclusively and directly to the DKFZ Heidelberg, with the proviso that any income from these assets is used for constitutional purposes. Amendment of this stipulation may only be passed with the agreement of the relevant responsible tax office.
- (4) The regulations on dissolution also apply in the event that the Association is dissolved for any other reason, or loses its legal competence.

Heidelberg, June 26, 2004