

Statutes

of the Association of Friends and Supporters
of the Max Delbrück Center for Molecular Medicine (MDC)

Berlin-Buch

MDC
Berlin-Buch

Max-Delbrück-Centrum für Molekulare Medizin

Statutes

§ 1. Name and Seat

The name of the association is "Verein der Freunde und Förderer des Max-Delbrück-Centrum für Molekulare Medizin (MDC) Berlin-Buch", [English translation: Association of Friends and Supporters of the Max Delbrück Center for Molecular Medicine (MDC) Berlin-Buch], hereinafter referred to as the "Association". The Association pursues "non-profit status" within the meaning of the Fiscal Code of Germany. The Association has its seat in Berlin.

§ 2. Purpose of the Association

The Max Delbrück Center for Molecular Medicine (MDC) Berlin-Buch, Robert-Rössle-Straße 10, 13125 Berlin-Buch, Germany is a research institution whose aim is to achieve a close synergy of clinical and basic research in the entire field of molecular medicine, including new research topics and areas developing from this field. The MDC has extensive national and international contacts. The MDC cooperates very closely with the Charité in all areas, in particular thematically and with regard to structure. The MDC and the Charité also operate joint institutes.

By bringing together friends and supporters and by raising funds, the Association serves the following aims: to enhance the reputation of research of the MDC in the fields in which it is active; to implement the concept of a knowledge society based on humane ideals at Campus Berlin-Buch; to support the development of the entire Berlin-Buch location; to promote the cooperation of individuals and institutions in that sense; and to stimulate national and international cooperation in the field of research.

In particular, the mandate of the Association comprises the following tasks:

1. Promotion of science and research at the MDC
2. Contribution to maintaining and developing the scientific relations of the MDC and of its staff in Germany and abroad
3. Maintenance and expansion of contacts between the public and the MDC, in particular with the aim of informing and educating the public on current medical issues,

The statutory objectives stated in points 1-3 shall constitute the key focus and shall be implemented in particular by conducting scientific, popular science and science-historical events as well as supporting research projects.

4. Promotion of equality between women and men, particularly within science and research at the MDC through measures that facilitate the compatibility of work and family life, such as building a support network for child care.

5. Promotion of sports at the MDC, both sports which are free of charge and those requiring fees, in particular by contributing to the registration fees for sports events in which MDC staff members participate.
6. Promotion and support of the arts and culture at the MDC and at the Berlin-Buch location, in particular through the maintenance of existing art objects on the Campus as well as by conducting exhibitions.

To achieve these objectives, individual Association members can assume responsibility for specified key tasks in working groups (business areas), if so requested by the Executive Committee.

The Association exclusively and directly pursues non-profit purposes within the meaning of the section "tax-privileged purposes" of the Fiscal Code of Germany.

Any other business operation not specified herein is excluded. All funds of the Association may only be used for legitimate statutory purposes. Members may not receive any benefits from the funds of the Association.

No person may benefit from expenditures which are not in compliance with goals of the Association or from disproportionately high remuneration.

§ 3. Funds

The Association acquires the funds required for its non-profit objectives through

1. Members' dues
2. Donations

§ 4. Membership

Members can be natural or legal persons who wish to support the Association in its aspirations and who accept the rules of the Association.

To request membership in the Association, a written application shall be submitted to the Executive Committee for approval.

Individuals who have outstandingly served the Association may, upon proposal by the Executive Committee, be appointed to honorary positions by the General Meeting (Honorary Chair / Honorary Member).

All members have equal rights.

Membership expires:

- through death
- through dissolution of legal persons or
- by submitting a written withdrawal to the Association, which shall be effective only at the end of a fiscal year

- if the member concerned is in arrears regarding the payment of annual dues and after the second reminder is in default. In special cases, the membership dues can be waived by the Executive Committee.
- through exclusion because of behavior which is detrimental to the Association by decision of the Executive Committee and following notification of the General Meeting.

The withdrawal does not exempt from payment until the date of withdrawal or exclusion.

Paid dues or donations will not be returned.

In the event of dissolution or revocation of the Association, the members shall have no rights to the Association's assets (§ 12).

§ 5. Dues

The General Meeting, with simple majority, shall decide on the amount of the membership fees. Upon request, the Executive Committee may decide on a different amount. Different amounts may be fixed for corporate and individual memberships.

The annual membership fee is due in the first quarter of the respective year, preferably by direct debit. In addition, grants and donations from members and non-members can be made.

§ 6. Fiscal Year

The fiscal year of the Association is the calendar year.

§ 7. Organs of the Association

The organs of the Association are the General Meeting and the Executive Committee.

§ 8. General Meetings

The General Meeting consists of the Association members, all of whom have equal voting rights. The General Meeting convenes at least once a year. The invitation to the General Meeting shall be issued by the Executive Committee.

The Chair of the Executive Committee shall preside at the General Meeting. In the event that the Chair is prevented from attending, another Executive Committee member can preside.

The General Meeting has the following main duties and responsibilities:

1. Approval of the annual report of the Executive Committee as well as the accounts and audit report of the auditors
2. Release of the Executive Committee and the Treasurer
3. Election of the auditors to examine the accounts and the accounting records
4. Election of the Executive Committee
5. Amendments to the Statutes
6. Dissolution of the Association

Invitations to General Meetings shall be sent in writing to the members of the Association at least two weeks before the date of the meeting and shall include the agenda.

The General Meeting is independent of the number of members present in order to have a quorum, provided the meeting invitations were issued properly. A simple majority decides in votes and elections. In the case of a tie, the vote shall be determined by the vote of the Chair.

Upon written request of at least one-fourth of the members, which states the items to be negotiated, the Executive Committee must call a General Meeting.

Minutes of each meeting shall be taken and undersigned by the Chair and the Secretary.

§ 9. Executive Committee

1. The Executive Committee is comprised of the following members:

- the Chair
- the Deputy Chair
- the Treasurer
- the Secretary
- the Scientific Director of the MDC by virtue of his office.

The elective Executive Committee members shall be elected by the General Meeting for a term of three years. Reelection is permitted. The Executive Committee shall continue to conduct the business of the Association until the newly elected Executive Committee has accepted the election.

2. Two members of the Executive Committee shall have joint authorization to represent the Association externally. In the case of a tie vote, the Chair shall cast the tie-breaking vote.

If the term of a member of the Executive Committee is terminated prematurely, the Executive Committee is entitled to elect a new member to fill the vacancy.

3. The Executive Committee has a quorum if three voting members are present.

4. The Executive Committee decides with a simple majority of votes how the funds available to the Association shall be used. The Executive Committee may not encumber the Association or its members with obligations that exceed the assets of the Association.

In exceptional cases, the Executive Committee can adopt a resolution without convening an Executive Committee meeting by voting in a written circular procedure, as long as all members of the Executive Committee agree to this procedure.

5. All Executive Committee members work on an honorary basis and only receive reimbursement for outlays incurred.

6. The Executive Committee is liable to the Association for damages caused in the performance of the Executive Committee's obligations only in the case of intent or gross negligence.

§ 10. Auditing of Accounts

The fiscal year is the calendar year. In the annual General Meeting two auditors shall be elected who shall examine the accounts and the accounting records.

The auditors may not be members of the Executive Committee.

§ 11. Amendments to the Statutes of the Association

Amendments to the Statutes require a majority of three-quarters of the votes of the members present at the General Meeting.

§ 12. Dissolution of the Association

A motion to dissolve the Association must be signed by at least one-fourth of all of the members. To adopt a dissolution resolution, a quorum of one-third of all members must be present at the meeting at which the vote is taken. Dissolution shall require a three-quarters majority of the votes cast by the qualified members present. The General Meeting to decide on dissolution must be called with at least three weeks' notice.

Upon dissolution of the Association or termination of its previous purpose, the existing assets of the Association shall be transferred to the MDC with the stipulation that the assets shall be used for the advancement of science. Should the MDC no longer exist at this point in time, the assets shall fall to the State of Berlin.

Version of January 19, 2010

This document is an English translation of the original German text *Satzung des Vereins der Freunde und Förderer des Max-Delbrück-Centrums für Molekulare Medizin (MDC) Berlin-Buch*. In case of discrepancy between the English and German versions, the German version shall prevail.

