

Please note:

**This is a translation of the current statutes of the
Gesellschaft für Biochemie und Molekularbiologie e.V. (GBM).
This version is not legally valid. The legally valid German version can
be found for download on the GBM website.
The English version is for the information of non-German speaking
members only.**

STATUTES

In the revised version of March 2022

These statutes were approved by the GBM General Assembly on March 31, 2022.

Statutes of the Gesellschaft für Biochemie und Molekularbiologie e.V.

§1 Name and seat

- (1) The name of the Society is "Gesellschaft für Biochemie und Molekularbiologie e.V." with the abbreviation "GBM".
- (2) The Society has its legal seat in Frankfurt/Main, Germany.

§2 Purpose and Tasks

- (1) The purpose of the Society is to promote science and research in biochemistry and molecular biology, and to involve young scientists in the scientific community. In addition, the GBM promotes the implementation of scientific findings in the field of biotechnology and medicine, as well as their dissemination to the public.
- (2) Towards the general public, the Society advocates progress in the fields of health, nutrition and environment.
- (3) The aims and tasks of the Society within its specialist field of biochemistry and molecular biology are, in particular:
 - a) To promote the exchange of scientific information and views,
 - b) To promote cohesion among scientists, especially at universities, other research institutions and in industry,
 - c) Promotion of young scientists,
 - d) Cooperation with national and international organizations with the aim of ensuring appropriate representation of German scientists in national and international bodies,
 - e) Promotion of education and training,
 - f) Awarding of outstanding scientific achievements in the field of biochemistry and molecular biology,
 - g) Advising legislators and administrators as well as other public institutions or institutions committed to the common good in accordance with the aforementioned tasks and objectives,
 - h) Promotion of connections with related professional associations.
- (4) The Society is active on a supra-local and interdenominational basis. It is independent of party politics. The Society shall perform its tasks primarily in the Federal Republic of Germany. Independently of this, it cultivates international scientific cooperation.
- (5) The Society shall exclusively and directly pursue non-profit purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code.

§3 Realization of the purposes of the Statutes

(1) The purpose of the statutes is essentially realized through the activities and operations of the Society described in the following paragraphs. These activities shall be pursued as statutory purposes only to the extent that they can be attributed to the non-material sphere or special-purpose operations for tax purposes.

(2) The promotion of science and research in the field/environment of biochemistry and molecular biology is carried out in particular through

a) the organization of the annual spring conference (currently the Mosbach Colloquium) with changing main topics,

b) organizing an autumn meeting, if necessary as a joint meeting with other scientific associations and societies in Germany and abroad,

c) bringing together members working in special fields in study groups (§17) and organizing conferences of these study groups of the GBM on special topics,

d) organizing other scientific events, meetings, conferences,

e) furthermore by

- collaboration in the planning of international congresses,

- regular publication of communications to all members (continuous information of the members about current questions, events and projects),

- contribution to biochemical and molecular biological journals,

- public relations and education of the general public in biochemistry and molecular biology and related fields,

- advising governmental agencies.

(3) The promotion of the education of young scientists (young members) is done in particular by professional and financial support, e.g. at scientific events and study visits.

(4) At conferences, the participants shall be given the opportunity for further education and personal discussion.

(5) The Society shall maintain ongoing cooperation and contact with national and international organizations and institutions pursuing the same or similar goals (e.g. Association for General and Applied Microbiology (VAAM), German Chemical Society (GDCh), Federation of European Biochemical Societies (FEBS) and International Union of Biochemistry and Molecular Biology (IUBMB)).

§4 Selflessness

- (1) The Society shall act selflessly; it shall not primarily pursue its own economic purposes.
- (2) The Society's funds may only be used for purposes in accordance with the Articles of Association; members shall not receive any benefits from the Society's funds.
- (3) No person may benefit from expenditures that are alien to the purpose of the Society or from disproportionately high remuneration.

§5 Acquisition of Membership

- (1) Anyone who wishes to support the purpose and tasks of the Society and who is scientifically interested in biochemistry and molecular biology may become a member of the Society. There is no entitlement to admission to the Society.
- (2) In this sense, the following may become members:
 - a) Individuals as full members;
 - b) associations, organizations, and social groups of persons, as well as companies and other legal entities under public and private law, including scientific institutes, as corporate members, provided that their purpose promotes the aims of the Society.
- (3) The Executive Board shall decide on the written application for membership. Membership is acquired by the subsequent confirmation of admission and by payment of the first annual membership fee. The decision on acceptance or rejection shall not be substantiated and shall be final.
- (4) Upon proposal of the Executive Board and by resolution of the General Assembly, honorary membership may be conferred on individuals who have promoted the Society and its sphere of activity in an outstanding manner.

§6 Termination of Membership

- (1) Membership in the Society shall end
 - a) by death in the case of full members,
 - b) by dissolution in the case of membership of corporate members,
 - c) by resignation (termination),
 - d) by exclusion.
- (2) Resignation shall be effected by written declaration to a member of the Executive Board. It shall only be permissible at the end of a calendar year, subject to a notice period of three months.
- (3) A member may be excluded from the Society by resolution of the Executive Board if it has grossly violated the interests or objectives of the Society or if it has behaved in a manner detrimental to the

Society. Prior to the adoption of the resolution, the member shall be given the opportunity to justify himself/herself within a reasonable period of time. The decision on exclusion shall be communicated to the member in writing, stating the reasons. The member has the right of appeal against the exclusion decision of the Executive Board to the General Meeting. The appeal has a suspensive effect. The appeal must be lodged in writing with the Executive Board within a period of one month from receipt of the exclusion decision. The next ordinary general meeting shall make the final decision on the appeal.

(4) In other respects, absolute reasons for exclusion are if a member is in arrears with at least one annual membership fee in whole or in part and has been reminded at least twice. In all these cases, exclusion shall be effected in deviation from Paragraph 3 by deletion from the membership file at the beginning of the next association year.

(5) A withdrawing member has no claim to parts of the assets or funds of the Association. The termination of membership does not release the member from the fulfillment of any outstanding obligations (e.g. membership fees in arrears) towards the Society.

§7 Membership fee

(1) Annual membership fees shall be charged to members. The amount of the annual membership fee for ordinary members and its due date shall be determined by the General Assembly by a simple majority of votes. The Executive Board is authorized to grant reductions in certain cases. Furthermore, it is authorized to determine the amount of the annual dues for corporate members.

(2) Honorary members and recipients of the Otto Warburg Medal are exempt from the obligation to pay membership fees.

(3) Membership rights for the current calendar year shall be suspended if the member has not paid his annual dues within a grace period of two months after the due date.

(4) The members are obliged to pay the fixed annual membership fees on time and to inform the secretary or the office immediately of any changes in postal addresses and, if applicable, bank details. Any disadvantages and costs incurred due to late or missing notifications of changes shall be borne by the party responsible.

§8 Organs of the Society

(1) Organs of the Society are

1. the General Meeting
2. the Executive Board
3. the Advisory Board

§9 The General Meeting

(1) The General Assembly of Members is, as the supreme body, the assembly of all members of the Society who have appeared or are participating virtually.

(2) The General Assembly is responsible in particular for:

- a) Election and dismissal of the members of the Executive Board (§ 13),
- b) Election and dismissal of two cash auditors (§ 18 para. 3),
- c) Election of the advisory board (§ 16),
- d) Acceptance and approval of the annual report of the Executive Board,
- e) Receipt and approval of the accounts (annual financial statement and cash audit report),
- f) Resolution on the discharge of the Executive Board,
- g) Determination of membership fees,
- h) Adoption of resolutions on duly received motions of the members (§ 10 para. 4),
- i) Adoption of resolutions on amendments to the Articles of Association,
- j) Passing of resolutions on the dissolution of the Society (§ 19),
- k) Passing of resolutions on honorary membership (§ 5 para. 4),
- l) Resolution on the possible appeal against an exclusion decision of the Executive Board (§ 6 para. 3).

(3) In matters that fall within the competence of the Board, the General Assembly may decide on recommendations. For its part, the board may seek the opinion of the general meeting in matters within its area of responsibility.

§10 Convocation of the General Assembly

(1) The ordinary General Assembly is to be convened once a year by the President or, by proxy, by one of the Vice-Presidents. The general meeting can be held as a virtual general meeting. Members can thereby exercise their membership rights online on the basis of electronic communication.

(2) Extraordinary General Assemblies shall be held on the basis of a resolution of the Board of Directors, or if at least 2% of the members demand that the Board of Directors convene a General Assembly, stating the purpose and the reasons.

(3) The invitation to the ordinary and extraordinary general meetings shall be issued in text form with a notice period of at least 4 weeks, stating the agenda.

(4) Requests from members to be dealt with at a General Meeting must be submitted to the Executive Board in writing at least 6 weeks before the meeting. The chairperson of the meeting shall amend the agenda accordingly at the beginning of the meeting.

§11 Adoption of Resolutions by the General Meeting

(1) Each member has one vote; the corporate members are represented by a representative authorized in writing. Each member may transfer its voting right in total to another member. This member must be authorized in writing before the start of the meeting. The proxy must be issued separately for each general meeting. However, a member may not represent more than 3 votes.

(2) The General Assembly shall be chaired by the President or a Vice-President. In the case of elections, the chairmanship of the meeting may be delegated to an election officer for the duration of the ballot and the preceding discussion. In the event that the Executive Board is prevented from attending, the meeting may appoint a leader.

(3) The general meeting is not public. Guests may be admitted by resolution of the general meeting.

(4) The members pass resolutions by open vote. At the request of at least 10% of the members present, resolutions must be passed by secret ballot. The same shall apply to elections. The election of the members of the Executive Board and the Advisory Board shall take place by secret ballot, unless the General Assembly of Members decides otherwise upon motion by a simple majority of the votes cast.

(5) Each properly convened General Meeting shall constitute a quorum if at least 1% of the voting members are present. If no quorum is present, the Executive Board must convene a second meeting with the same agenda within four weeks. This meeting shall constitute a quorum irrespective of the number of votes present. Reference must be made to this special quorum in the new invitation.

(6) The General Meeting shall pass resolutions by a simple majority of the participating members with voting rights, unless otherwise stipulated by law or the Articles of Association. Abstentions shall not be taken into account; in the event of a tie, the chairman of the meeting shall have the casting vote. In the event of amendments to the Articles of Association, a majority of two-thirds of the votes of the members present shall be required.

(7) A report of the General Meeting shall be prepared and signed by the respective chairman of the meeting and the secretary. It should contain the following statements: Place and time of the meeting, the person of the chairman of the meeting and the keeper of the minutes, the names of the members present and the number of votes, the agenda, the type of voting or decisions and the individual voting results. In the case of amendments to the Statutes, the exact wording shall be stated. The report of the General Assembly shall be published in the next circular of the Society.

§12 The Executive Board

(1) The Executive Board of the Society shall consist of a maximum of 5 persons, namely

1. the President
2. the 1st Vice-President
3. the 2nd Vice-President
4. the Secretary
5. the Treasurer.

(2) The Society shall be represented judicially and extrajudicially by two members of the Executive Board. The President and the Treasurer shall have sole power of representation.

§13 Term of office of the members of the board

(1) The board is elected by the general meeting every 2 years. The board remains in office until a new election. Each member of the board is to be elected individually, only members of the association of full age are eligible for election. The elected board members, with the exception of the treasurer, take office immediately after the general meeting in which the election took place. The treasurer takes office at the beginning of the next calendar year. Re-election of board members is permitted, but only once for president in immediate succession. If a member of the Executive Board resigns during a term of office, the Executive Board may elect a substitute member for the remaining term of office of the resigning member.

(2) For the election of members of the Executive Board, the Executive Board and the Advisory Board shall jointly submit proposals to the General Assembly. Members may submit further proposals in writing and in due time if they are signed by at least ten full members.

§14 Responsibilities of the Executive Board

(1) The Executive Board shall be responsible for all matters of the Society, unless they are assigned to other bodies of the Society by law or on the basis of these Statutes.

(2) The Executive Board is responsible in particular for the following tasks:

- a) Preparation and convening of the General Meeting including the preparation of the agenda,
- b) Execution of the resolutions of the General Meeting,
- c) the day-to-day management of the Society and the administration of the Society's assets,
- d) Accounting (bookkeeping, annual financial statements, tax returns, including the preparation of an annual report),
- e) issuing a statement of accounts (orally or in writing),
- f) passing resolutions on the exclusion of members in accordance with § 6 para. 3.
- g) Appointment of additional persons to the Advisory Board according to §16 para. 2.

(3) The Executive Board shall adopt rules of procedure. The rules of procedure shall determine, among other things, the allocation of duties among the members of the Executive Board and shall contain provisions on the convening of Executive Board meetings and on the adoption of resolutions by the Executive Board.

(4) The Executive Board shall seek the opinion of the Advisory Board on all important matters, in particular those relating to scientific issues (Section 16).

§15 Resolutions of the Executive Board

(1) The Executive Board shall generally pass its resolutions in Executive Board meetings, which shall be convened by the President or, in his or her absence, by the 1st Vice President.

(2) The Executive Board shall constitute a quorum if at least 3 members of the Executive Board, including the President or one of the Vice-Presidents, are present. The majority of all available votes shall be decisive in the adoption of resolutions. In the event of a tie, the President shall have the deciding vote.

§16 The Advisory Board

(1) The Advisory Board consists of usually eight members of the Society representing different fields of biochemistry and molecular biology.

(2) The Executive Committee has the right to appoint up to 3 additional persons to the Advisory Board, who need not come from the membership. These should be persons who are scientifically or professionally active in the field of biochemistry and molecular biology.

(3) The tasks of the Advisory Board shall include, in particular, advising the Executive Board on outstanding issues of biochemistry and molecular biology, especially in the following matters:

- Holding of scientific meetings and conferences, in particular selection of topics,
- activities for the support of young scientists,
- holding public events with the aim of promoting biochemistry and molecular biology,
- Advising and commenting on socio-political decisions.

(4) Upon proposal of the Executive Board, four of the eight members shall be elected by the General Meeting in each of the years with an even number of years for a term of four years. Further proposals can be submitted by the members, whereby each of these proposals must be signed by at least three full members. In the selection of candidates, the broadest possible representation of the various disciplines of biochemistry and molecular biology shall be ensured. Re-election is permitted. In case of non-acceptance of the election, the person who has received the next largest number of votes in the same discipline shall be considered elected. The newly elected members of the Advisory Board shall take office immediately after the General Meeting at which they were elected.

(5) At least once a year, a joint meeting of the Executive Board and the Advisory Board shall be held under the direction of the President or, by proxy, under the direction of one of the Vice-Presidents. Resolutions are passed by a simple majority of those present.

§17 Committees of the Society

(1) In order to realize its statutory tasks, the Society shall form committees (e.g. study groups, working groups, etc.). The formation of a committee shall be applied for to the Executive Board and shall be approved by the latter after hearing the Advisory Board.

(2) The work of the committees shall be regulated in rules of procedure, which shall require the approval of the Executive Board.

§ 18 Fiscal Year and Accounting

(1) The fiscal year of the Society shall be the calendar year.

(2) The accounting, consisting of bookkeeping, annual financial statements and any tax returns, shall be carried out in accordance with income tax and charitable law regulations, insofar as association law or commercial law regulations do not take precedence.

(3) The annual financial statements with explanatory notes shall be prepared in the form of a statement of income, expenditure and surplus and a statement of assets and liabilities, insofar as this is legally permissible. The accounts shall be audited by two auditors in the first quarter of the following calendar year and the results of the audit shall be presented to the General Meeting.

(4) The auditors shall be appointed by the General Assembly.

§19 Dissolution

(1) The dissolution of the Society can only be initiated by a resolution of a General Assembly with a simple majority of the members present and requires the written consent of at least 50% of all members at the time of the resolution of the General Assembly. Unless the meeting decides otherwise, the president and the first vice-president are jointly authorized liquidators.

(2) In the event of the dissolution or termination of the Society or in the event that all tax-privileged purposes cease to exist, the assets of the Society shall be transferred to a legal entity under public law or a tax-privileged corporation for the purpose of promoting science and research in biochemistry and molecular biology.

(3) The above provisions shall apply mutatis mutandis in the event that the Society is dissolved for any other reason or loses its legal capacity.

§ 20 Effective date

The statutes shall become effective upon entry in the register of associations.