

Preamble “German Stem Cell Network (GSCN)” German Stem Cell Network

Mission statement: “The German Stem Cell Network (GSCN) is a network organization dedicated to promote basic and application-oriented stem cell research in Germany.”

Task: The central task of the GSCN is to bundle the stem cell research expertise that exists in Germany and to develop synergies with the regenerative medicine domain in order to facilitate new national and international research activities and translational cooperation. PR measures are to additionally inform and educate target groups about this research field.

Description: Stem cell research with its paramount relevance for modern medicine poses very specific challenges for interdisciplinary cooperation. German scientists are making extraordinary contributions in the field of basic and application-oriented stem cell research. Furthermore, this research area also addresses ethical, legal and social issues of outstanding relevance. Progress in this field will strongly depend on the establishment of solid structures for interdisciplinary cooperation and the translation of scientific results into the sphere of biomedicine. Effectively communicating the medical potential and the possibilities of stem cell research to the general public forms the basis for broad-based acceptance of this trailblazing research area in society.

The GSCN is to integrate the structures in the field of stem cell research that exist in Germany into a more comprehensive network structure as a dialog platform under the independent umbrella of a registered association. The subjects of stem cell research for which the GSCN will form a platform will include, but not be limited to, the following:

- Basic research in the areas of pluripotency and re-programming, embryonic and somatic as well as tumor stem cells.
- Fields associated with stem cell research, such as regenerative medicine, tissue engineering and pharmacological research (in as far as these are connected to stem cell research).
- Social and political aspects of stem cell research, such as communication of scientific fundamentals (general public, schools), participation in the ethical discourse on stem cell research and a forum for the discussion of legal issues (stem cell therapies, approval regulations and commercialization).
- Strategic measures, such as promotion of young researchers, development of proposals for new promotion measures, support during the planning of scientific projects, especially in the field and translational research and its application.

Now, therefore, the “German Stem Cell Network (GSCN) – Deutsches Stammzellnetzwerk” adopts the following articles of association:

Articles of Association
“German Stem Cell Network e. V.”

Article 1: Name, Registered Office, Financial Year

- (1) The name of the association is “German Stem Cell Network (GSCN) – Deutsches Stammzellnetzwerk”.
- (2) The association has its registered office in Berlin.
- (3) The financial year is the calendar year.
- (4) The association is to be registered in the register of associations; following registration, the suffix “e. V.” will be added to its name.

Article 2: Purpose, Tasks and Non-Profit Nature

- (1) The purpose of the association is to promote science, research and education, especially in the field of stem cell research in basic research and its application.
- (2) The association has the following aims and tasks in order to facilitate science and research:
 - a) To initiate scientific exchange in the field of basic and application-oriented stem cell research on a national and international level in the form of an annual conference, conferences and workshops.
 - b) To organize working groups on scientific topics and strategic initiatives in stem cell research.
 - c) To expeditiously publish new scientific results that are developed during annual conferences, further meetings and by the working groups.
 - d) To raise funds for public corporations and other tax-privileged entities within the meaning of section 58 (1) and (2) of the Fiscal Code of Germany in order to facilitate the purpose of science, research and education, especially in the field of stem cell research in basic research and in order to translate basic research into application in the clinical/therapeutic field and in active ingredient research.
 - e) The association is expressly committed to promoting young scientists, also through research fellowships within the scope of a fellowship scheme (Article 5 (4) e. hereof) in the field of stem cell research.
 - f) To develop an expert database as a source of information for media and school representatives, political decision-makers and other stakeholder groups.

- g) To organize event formats for communication with the interested public, school representatives and politicians.
 - h) To develop and maintain a web platform and to provide information material for basic research and application and to facilitate dialog with politicians and the general public.
- (3) The association solely pursues directly non-profit purposes within the meaning of the section on “tax-privileged purposes” of the German Fiscal Code.
 - (4) The association is altruistic and does not pursue any goals which primarily serve its own economic purposes.
 - (5) The association’s funds may not be used for any purposes other than those laid down in these articles of association. Members will not receive any moneys from the association’s funds unless specified to the contrary in these articles of association.
 - (6) No person shall enjoy any benefit in the form of expenditure not in line with the association’s purposes or in the form of unreasonably high remuneration.
 - (7) The aim of the association is also cooperation with other specialist associations which pursue aims that are compatible with those of the GSCN. Incorporation of or merger with specialist associations are possible. The association can become a member of other specialist associations.

Article 3: Membership

- (1) Membership of the association is open to individuals and legal entities.
- (2) Membership is open to individuals who are interested in stem cell research and cell-based regenerative medicine. This can be demonstrated in the form of publications and regular attendance of relevant scientific meetings on stem cell research. Membership is open to students who are interested in stem cell research and cell-based regenerative medicine.
- (3) Membership is open to public research institutes in university and non-university institutions as well as private undertakings.
- (4) The executive board decides on applications for membership. Written applications must be submitted to the executive board. The executive board is not obliged to accept membership applications.
- (5) Membership terminates when an individual withdraws, is excluded or dies or when a legal entity is dissolved. Membership of a merged or acquired legal entity passes unchanged to its legal successor.
- (6) Notice of withdrawal must be given in writing. Withdrawal with effect as of the end of a calendar year is possible by written notice on or before November 30.
- (7) Termination of membership leads to termination of any offices held by the terminating member.
- (8) A member found to be in breach of material interests of the association can be excluded by a resolution by the general meeting.

- (9) Members are entitled to propose individuals for election to the executive board and to the extended board.

Article 4: Membership Fees

The membership fee amount is laid down in a fee schedule adopted by the general meeting. The fee schedule must contain a provision that university students pay a reduced fee for a period of up to four financial years.

Article 5: Rules of the Association

- (1) The executive board prepares rules of procedure and a fee schedule and can draft further rules of the association to be adopted by the general meeting.

All rules of the association must be communicated to its members. This also applies to modifications and cancellations.

- (2) The rules of the association do not form part of the articles of association and are not registered in the register of associations.
- (3) Areas for which further rules of the association can be adopted include, for instance, the following:
 - a. Elections
 - b. Finance and cash matters
 - c. Working groups
 - d. Honorary memberships
 - e. Prizes, fellowships, research alterations and distinctions

Article 6: Bodies of the Association

- (1) The bodies of the association are:
 1. The general meeting
 2. The board. The board consists of the executive board of directors and the extended board of directors. The executive board is the board as contemplated in section 26 (1) of the German Civil Code.
 3. The managing director
- (2) The establishment of further bodies and working groups on scientific and strategic topics and the appointment of their members are subject to the rules of the association.

- (3) The members of the association can receive reasonable remuneration for their activities. If necessary, functions of the association can be performed against remuneration on the basis of a contract for services or against payment of an expense allowance pursuant to section 3 No. 26a of the German Income Tax Act in as far as this is permitted under budget law. The executive board decides on paid activities. The same applies to the contents as well as terms and conditions of the respective contracts.

Article 7: General Membership Meeting

- (1) Every member has one vote at the general meeting. Representatives of legal entities must present proof of their power of representation or power of attorney. A member can grant written power of attorney to another member to vote in his or her stead at a general meeting. Power of attorney must be granted separately for each general meeting. However, one member may not vote for more than two other members.
- (2) The responsibilities of the general meeting include, in particular, the following:
 - a. The holding of elections of the members of the executive board and of the extended board to be elected unless voting takes place electronically (Article 10 hereof).
 - b. The general meeting can dismiss the members of the executive board and of the extended board.
 - c. Decisions on amendments to the articles of association other than amendments demanded by the register authorities or the tax office and not affecting the contents of the articles of association.
 - d. Decisions on the rules of procedure and amendments to the rules of procedure.
 - e. Decisions on the rules of the association and amendments to the rules of the association.
 - f. Decisions on the budget and investment program proposed by the executive board.
 - g. Receiving the annual report from the executive board.
 - h. Decisions on the association's annual financial statements.
 - i. Decisions on the approval of actions by the executive board.
 - j. Decisions on the integration of and merger with other specialist associations and on membership in other specialist associations.
 - k. The exclusion of members.
 - l. Resolutions on the liquidation of the association pursuant to Article 12 (1) hereof and on the appointment of the liquidators.
- (3) The general meeting is chaired by the chairperson of the executive board or, should he or she be prevented from acting in this capacity, by a deputy chairperson. If no member of the executive board is present, the members present at the meeting will appoint the chairperson.
- (4) The executive board convenes the general meeting in the form of a written invitation which also includes the preliminary agenda at least three weeks before

the date of the meeting. The general meeting is convened as required, but at least once a year as part of an annual conference of the association.

- (5) An extraordinary meeting must be convened if at least one fifth of the members demand this in writing also stating the purpose thereof and the reasons therefor. Furthermore, the executive board can convene an extraordinary meeting if this is necessary in the interest of the association. The executive board must convene the extraordinary meeting no later than two weeks after receipt of the request to this effect; paragraph 3 sentence 1 pursuant to which the invitation period is reduced to two weeks and paragraph 7 sentence 1 apply analogously.
- (6) The general meeting constitutes a quorum if at least one third of the votes are present in person or represented by authorized representatives. In the event that no quorum is present, the executive board can convene a second general meeting with the same agenda without the need to observe an invitation period. Such second general meeting will then constitute a quorum irrespective of the number of votes present in person or represented. This must be stated in the invitation to the general meeting.
- (7) Resolutions at the general meeting are generally passed with a majority of the votes cast. However, amendments to the articles of association and amendments to the rules of the association require a majority of two thirds of the votes cast. A majority of four fifths of the votes cast is required for the liquidation of the association. Resolutions are passed by open or, if requested, by secret ballot.
- (8) Minutes of the resolutions and, if necessary for an understanding of their reasons, of the relevant course of the meeting must be prepared within one week. The minutes are signed by the chairperson and the secretary of the meeting and made available to all members on a timely basis.

Article 8: Executive Board of Directors

The executive board consists of five persons, the acting president (chairperson), the senior president (1st deputy chairperson), the designated president (2nd deputy chairperson), the treasurer and one assessor. The managing director is a member without a vote and serves as the secretary on the executive board.

- (1) The association is represented in court and out of court by at least two of the five members of the executive board. One member of the executive board can transact individual business with written power of attorney from another member of the executive board. The entire executive board must be informed of this and, in particular, of the contents of such business in writing in advance.
- (2) The members of the executive board are elected for a term of three years. The chairpersons of the executive board hold office as designated president (2nd deputy chairperson) during the first year of a term, as acting president (chairperson) during the second year, and as senior president (1st deputy chairperson) during the third year. The designated president (2nd deputy chairperson) is elected once a year by

electronic vote (Article 10). Re-election as designated president is possible following a one-year period of abstinence from the executive board. The treasurer and the assessor are elected by electronic vote. Re-election of the treasurer and assessor is permitted. In the event that a member of the executive board resigns before the end of his or her regular term, a new member is then elected. The resigning member remains in office until he or she is re-elected or a new member elected unless the general meeting decides otherwise, in particular, by appointing another member to temporarily perform the duties of the member of the executive board.

- (3) Membership in the executive board of the association is a personal honorary office. The members are obliged to perform their duties in office to the best of their knowledge and belief.
- (4) The executive board conducts the association's business. It executes the resolutions of the general meeting and performs the tasks assigned to it under these articles of association and is responsible for the conduct of day-to-day administrative tasks. Its duties include, in particular, the following:
 - a. Acceptance of new members pursuant to article 3 hereof.
 - b. Preparation and convening of general meetings and the preparation of the agendas.
 - c. Preparation of electronic election of members to the executive board and to the extended board.
 - d. Preparation of the rules of the association and of modifications thereof.
 - e. Preparation of further rules of the association and of modifications thereof.
 - f. Appointment and dismissal of the managing director.
 - g. Proposal of a budget and investment plan with regard to the association's activities and the submission thereof to the general meeting.
 - h. Preparation of the annual financial statement of the association and the submission thereof to the general meeting.
 - i. Preparation of the annual report and the submission thereof to the general meeting.
 - j. Proposal of amendments to these articles of association, including the purposes of the association, and the submission thereof to the general meeting.
 - k. Amendments to the articles of association which are demanded by the register or tax authorities and which do not affect the contents of the articles of association are implemented by the executive board without the need for a resolution to be passed by the general meeting. Such amendments must be communicated to the members no later than at the next general meeting.
 - l. Decisions on paid activities on the basis of a contract for services or against payment of an expense allowance pursuant to section 3 No. 26a of the German Income Tax Act as well as the contents and terms and conditions of such contracts.
 - m. Proposals regarding the submission of new applications for promotional funds and the information of the general meeting.

- (6) The treasurer can veto decisions that incur costs.
- (7) The executive board meets as required, but at least every four months. Meetings can be held as video conferences or by telephone.
- (8) Meetings are convened in writing by the chairperson or, if he or she is prevented from doing so, by the 1st deputy chairperson at least two weeks in advance, also stating the preliminary agenda. An extraordinary meeting of the executive board is held if at least two members of the executive board demand this in writing, also stating the purpose and reasons therefor.
- (9) The executive board constitutes a quorum if the majority of the members of the executive board are present; its resolutions are passed with the majority of the members present. A transfer of votes in the executive board is not permitted. In the case of a tie, the vote of the chairperson or, if he or she is prevented from doing so, the vote of the 1st deputy chairperson or, if he or she is prevented from doing so, the vote of the 2nd deputy chairperson shall be the decisive vote. Votes are cast openly.
- (10) Minutes of the resolutions and, if necessary for an understanding of their reasons, of the relevant course of the meeting must be prepared within one week. The minutes are signed by the chairperson and the secretary of the meeting and made available to all members of the executive board in due time. The executive board can also pass its resolutions in the form of a written procedure if all the members of the executive board agree.
- (11) The executive board is responsible for the official publication and communications of the GSCN within the meaning of press law.

Article 9: Extended Board of Directors

- (1) The extended board consists of up to fifteen members. Simultaneous membership in the executive board and in the extended board is not permitted.
- (2) The members of the extended board are elected for a term of three years. Re-election is permitted. The members are elected in an electronic voting procedure (article 10). In the event that a member of the extended board resigns before the end of his or her regular term, a new member is then elected. The resigning member remains in office until a new member is elected unless the general meeting decides otherwise, in particular, by appointing another member to temporarily perform the duties of the member of the extended board.
- (3) Membership in the extended board of the association is a personal honorary office. The members are obliged to perform their duties in office to the best of their knowledge and belief and to the association's benefit.
- (4) The extended board is responsible for advising the executive board in scientific and strategic matters. Appointment of representatives of the working groups as members of the extended board should be aimed at. Working groups are set up in the association on scientific and strategic topics. The rules of the association determine the composition, tasks and aims of the working groups.

- (5) The extended board meets as required, but at least twice a year. Meetings can also be held in the form of video conferences. The executive board can attend meetings of the extended board with no voting rights.
- (6) Meetings of the extended board are convened in writing by the chairperson of the executive board or, if he or she is prevented from doing so, by the 1st deputy chairperson of the executive board at least two weeks in advance, also stating the preliminary agenda.
- (7) The extended board constitutes a quorum if the majority of its members is present; its resolutions are passed with the majority of the members present. A transfer of votes in the extended board is not permitted. The extended board elects a chairperson for the meeting. Votes are cast openly. In the event that no quorum is present, a second meeting with the same agenda is convened immediately. Such second meeting will then constitute a quorum irrespective of the number of members present. This is stated in the invitation to the meeting. The extended board can also pass its resolutions in the form of a written procedure if all the members of the extended board agree.
- (8) Minutes of the resolutions and, if necessary for an understanding of their reasons, of the relevant course of the meeting must be prepared within one week. The minutes are signed by the chairperson and the secretary of the meeting and made available to all members of the extended board and of the executive board on a timely basis.

Article 10: Elections to the Executive Board of Directors and to the Extended Board of Directors

- (1) Elections of the members to the executive board and to the extended board can take place for every position in the form of a suitable and adequately documented electronic voting procedure in due time before the general meeting. Every member has one vote. Voting must be sufficiently authenticated. Runoff voting in the case of a tie or substitute elections take place at the general meeting.
- (2) The members of the executive board and of the extended board are elected by a simple majority.
- (3) Candidates for electronic voting are determined by written polls of all members no later than three months before the general meeting. The acting president must obtain the candidates' consent to the run for office prior to electronic voting.
- (4) The personal election documents must be sent out in writing six months before the general meeting. Electronic voting takes place during a period of four weeks using a suitable voting tool. The votes are counted two weeks before the general meeting.
- (5) In the case of a tie in the electronic voting process, runoff voting takes place at the general meeting. The candidate who receives the majority of the votes cast is elected.

Article 11: Managing Director

- (1) The executive board of the association is supported by a central office in the performance of its duties.
- (2) The central office is staffed by a managing director on the basis of a resolution of the executive board and following a public advertisement of the position. The chairperson decides in the case of a tie. The managing director can be appointed as a special representative within the meaning of section 30 of the German Civil Code to represent the association in court and out of court with regard to any matters of day-to-day administration together with one member of the executive board. The managing director can conduct individual business with written power of attorney from a member of the executive board. The entire executive board must be informed of this and, in particular, of the contents of such business in writing in advance.
- (3) The managing director and other employees of the central office may not be members of the executive board or of the extended board.
- (4) The managing director can attend meetings of the executive board as a secretary and with no voting right. He or she can be asked to leave deliberations of the executive board.
- (5) The managing director appointed can be dismissed by the executive board with a majority of four fifths of the votes.

Article 12: Liquidation of the Association

- (1) The general meeting decides on the liquidation of the association. A majority of four fifths of the votes cast is required for a resolution to liquidate the association (Article 7, paragraph 7).
- (2) In the event of liquidation of the association or in the event that tax-privileged purposes cease to exist, the assets of the association will be transferred to “Deutsche Akademie der Naturforscher Leopoldina e. V.” which must use such assets directly and exclusively for non-profit purposes.
- (3) The liability of the members of the association in relation to third parties pursuant to section 31a of the German Civil Code is limited to intent and gross negligence in conjunction with the assignment of tasks of the association.

Article 13: Coming into Effect

The articles of association supersede the articles of establishment of May 6, 2013, and come into effect when signed.

Place, date