

Statutes of the EMBL Alumni Association

§ 1 Name, Seat and Accounting Year

- (1) The Association is named “EMBL Alumni Association”. After registration with the associations’ register “e.V.” will be included in the name.
- (2) Seat of the Association is Heidelberg.
- (3) The accounting year is the calendar year.

§ 2 Purpose of the Association

- (1) The Association pursues exclusively and directly charitable purposes according to the (German) Tax Code paragraph “Charitable Purposes”.
- (2) Purposes of the Association are support of science and scientific exchange in the field of molecular biology (or life sciences) and related areas throughout Europe and beyond, and support of research as well as general and advanced education and professional training. This purpose shall be pursued in particular through
 - (a) Establishment and maintenance of a network between the members and the European Molecular Biology Laboratory (EMBL),
 - (b) Organisation of conferences,
 - (c) Support of scientific publications,
 - (d) Support of young scientists,
 - (e) Collection of donations for purposes of this statute,
 - (f) Support to EMBL alumni and staff members in the areas of general and advanced education and professional training.
- (3) The Association works not for profit and does not primarily pursue profitable purposes.

§ 3 Use of Funds

- (1) Funds of the Association must only be used for purposes according to this statute. Members do not receive grants from the Association.
- (2) No individual may be favoured through expenses which are not in accordance with the purpose of the Association nor by excessive remuneration.

§ 4 Work in the Association

- (1) All offices of the Association are honorary.

- (2) Bodies of the Association are
 - (a) The board of management (The Board),
 - (b) The members' assembly (The Assembly).

§ 5 Members

(1) Prerequisite for membership of the Association is having belonged to one of the following categories, and leaving service or entering retirement, or for cases § 5 (1) b + c, stepping down as a member of SAC or EMBL Council:

- (a) Former personnel members of the European Molecular Biology Laboratory (EMBL). According to the EMBL Staff Rules and Regulations, the definition of personnel member is currently as follows: staff members, fellows, supernumeraries, visitors, trainees, ancillaries;
- (b) Former members of the EMBL SAC (Scientific Advisory Committee);
- (c) Former members of EMBL Council;
- (d) Former personnel members of the European Molecular Biology Organisation (EMBO);
- (e) Former personnel members of the EMBL Enterprise Management Technology Transfer GmbH (EMBLEM);
- (f) Former personnel members of EMBL Ventures GmbH (EMBL Ventures);

provided affiliation to one of the above categories is for a period of minimum three months (to qualify as associate member) and six months (to qualify as full member).

- (2) Members who take up employment, fellowship or visitor status at EMBL will have dormant membership for the duration of such work at EMBL.
- (3) For becoming a member a written application has to be sent to the Board. The Board decides on membership applications. The membership commences with the decision.
- (4) The Assembly will decide on kind and amount of membership fees.
- (5) The membership may cease by resignation, death or expulsion. Members may resign at the end of a month by written notice to the Board.
- (6) The expulsion of a member may take place for important reasons, especially
 - (a) Because of gross violation of the statute
 - (b) Because of damage to the interest or honour of the Association.The board decides on the expulsion after having heard the member. The member may appeal against the decision within two weeks after receipt of the decision. The Assembly decides on the appeal. The Assembly may override the Board's decision by a majority of two thirds of the members present. The appeal defers the execution of the Board's decision.

§ 6 Board

- (1) The legal representatives on the Board conduct the business of the Association and represent the Association inside and outside of Court.
- (2) The legal representatives on the Board are the Chair, two Vice-Chairs and the Treasurer. Any of these legal representatives may represent the Association individually.
- (3) Additional members may also be elected to the board. These will not be legally representative.
- (4) The Assembly will elect members of the Board for a period of four years. Board members stay in office beyond their term until a successor has been elected. For the election every Association member has one vote for every position on the board. Elected are those candidates who have the most votes. No more than five candidates can be elected at any one election. If necessary a decisive vote will be taken. If this does not lead to a result, the member of the Board is chosen by lottery among the candidates of the decisive vote. Re-election is possible.
- (5) The Board may adopt rules of procedure. The Board may use an office to fulfil its tasks.
- (6) Ex officio members of the board include the EMBL Director and the Head of Alumni Relations.

§ 7 Members' Assembly

- (1) The Board calls an ordinary Assembly at least every three years. An extraordinary Assembly has to be called if one-third of the Assembly members or the Board so request or if the Board resigns.
- (2) Members must be invited at least three weeks before the date of the Assembly with notice of the provisional agenda and the necessary documents. E-mail is possible.
- (3) Proposals for the agenda must be communicated in writing or e-mailed to the Board at least five weeks before the date of the Assembly. If the Board does not approve the inclusion of a proposal into the agenda, then it must communicate this in the invitation mentioned in § 7 (2) with justification and with reference to the procedure of § 7 (3). The member may then demand a vote of the Assembly on the inclusion of the topic in the agenda.
- (4) The Assembly elects a chairperson amongst its members, who chairs the Assembly. Decisions of the Assembly must be minuted. Minutes must be signed by the Chair of the Assembly and by one Board member.
- (5) The Assembly has the following tasks/responsibilities:
 - a. Nomination of candidates for the Board and Advisory Board
 - b. Election of the Board
 - c. Receipt of the annual report, the financial statement and the auditors' report
 - d. Acknowledgment of proper execution of the board's duties (Entlastung)
 - e. Election of the Treasurer

- f. Resolution regarding changes to the statutes
- g. Resolution regarding dissolution of the Association

- (6) The Assembly takes decisions by a simple majority of the members present unless this statute provides otherwise. In case of equal number of votes the request is considered rejected. Each member has one vote.

Assemblies can be held and decisions can be taken in writing and through circular vote (by proxy, Internet or electronic mail).

- (7) The Assembly may only decide on changes of the purpose of the Association or on dissolution of the Association if half of all members are present. If less than half of all members are present, a new Assembly, which is called within eight weeks, may decide regardless of this quorum. If so announced with the invitation, a new Assembly may be called immediately after the Assembly which did not have sufficient members present to take decisions. In all other respects the Assembly may decide regardless of the number of members present.
- (8) The Assembly can decide on changes of the statutes with a majority of three-quarters of votes. Abstentions and invalid votes are not counted.

§ 8 Budget, Auditing and Approval of actions

- (1) The Assembly elects a Treasurer. The term of the Treasurer ends with the election of a new Treasurer. Re-election is possible.
- (2) The Chair and the Treasurer submit a report to the Board at least once a year, at the latest three months after the end of the accounting year. The Board submits this report together with the motion for approval of action to the members within four months after the end of the accounting year. The budget for the next accounting year may be submitted together with the motion for approval of action for the previous year.
- (3) In those years when an ordinary Assembly takes place, the Assembly decides on approval of action of the Board and the budget.

In those years when no ordinary Assembly takes place, the motion for approval of action is approved if this procedure is expressly mentioned in the motion unless 10 or more members object within three weeks after mailing of the motion. In case 10 or more members object the Board must call an extraordinary Assembly within two months. This Assembly will then decide on approval of action.

§ 9 Dissolution of the Association

- (1) The dissolution of the Association is decided in an Assembly, which has been called for this purpose only. The dissolution must be approved by three-fourths of the votes of those present.
- (2) In the case of dissolution or abolishment of the Association or in the case that the tax-deductible purposes of the Association end, the assets of the Association will go to a legal person under public law or another tax-privileged body to be used in support of science and research.