

## **Statutes of the association**

### **Deutsches Zentrum für Herz-Kreislauf-Forschung e.V. (German Centre for Cardiovascular Research)**

#### **§ 1. Name, registered office, financial year**

- (1) The association shall have the name "Deutsches Zentrum für Herz-Kreislauf-Forschung (DZHK)".
- (2) The association is to be entered in the register of associations. After this entry, the name shall be followed by the letters "e.V." (registered association).
- (3) The association shall have its registered office in Berlin.
- (4) The business year shall be equivalent to the calendar year.

#### **§ 2. Purpose, tasks and non-profit status**

- (1) The purpose of the association shall be the promotion of science and research in the field of cardiovascular diseases, by establishing a sustainable research network that combines interdisciplinary research and clinical involvement in an integrated approach.
- (2) The goals and tasks of the association shall be:
  - a) Control and coordination of the jointly financed research activities of the members in the area of cardiovascular research with the goal of filling in gaps of knowledge in the field of cardiovascular diseases, and of rapidly implementing new research results in clinical practice to improve prevention, diagnosis, therapy and patient care.
  - b) Integration and extension of existing as well as development of new research units and infrastructure for joint scientific use.
  - c) Support of members in the planning and implementation of clinical and epidemiological studies.
  - d) Development of joint concepts for promoting young scientists, equal opportunities for men and women, the compatibility of a scientific career and family, as well as the personnel exchange within the Deutsches Zentrum für Herz-Kreislauf-Forschung e.V. and with site-independent training and education programmes
  - e) International cooperation, e.g. within the framework of joint projects or personnel exchange, in particular of young scientists.

- f) Initiation and coordination of joint acquisition of third-party funding.
  - g) Development and implementation of a concept for joint use of the research results found.
  - h) Development of a joint public relations structure for the association concerning patients, medical specialists and the interested public.
  - i) Development of strategic alliances with biotechnology, pharmaceutical and medical technology companies.
  - j) Cooperation with external scientific cooperation partners and joint use of structures in partnership with university and non-university research facilities, taking the research activities outside the Deutsches Zentrum für Herz-Kreislauf-Forschung e.V. into account.
- (3) The association shall solely and directly pursue charitable goals according to the "tax-privileged purposes" section of the tax code.
  - (4) The association shall perform altruistic work; it shall not primarily pursue its own commercial goals. The association shall only pursue peaceful purposes.
  - (5) Resources of the association may only be used for purposes according to the statutes. Members shall not receive subsidies from the budget of the association.
  - (6) No person may be favoured by expenses that are alien to the purpose of the association or by unreasonably high remuneration. Departing members shall have no claim to the assets of the association.

### **§ 3. Membership**

- (1) Members of the association must be legal persons under civil law or public law, international organisations with legal capacity according to international law as well as natural persons according to Part 2. Only parties involved in the performance of jointly financed research activities at a site of the Deutsches Zentrum für Herz-Kreislauf-Forschung e.V. may be members.
- (2) Legally dependent research organisations that are involved in jointly financed research activities at a site of the Deutsches Zentrum für Herz-Kreislauf-Forschung e.V. may delegate a representative with the approval of their relevant legal entity or, in the case of departmental research facilities, with the approval of the federal department that is responsible for their technical, legal and official supervision. This representative may be accepted as a member of the association on request. This membership shall be linked to the activity at the research facility and, when this activity is amended or terminated, it shall be automatically transferred to a representative newly appointed by the research facility with the approval of its relevant legal entity or the federal department that is

responsible for its technical, legal and official supervision. The members of the association shall fulfil their role according to the instructions of their research facilities and the relevant legal entity or the federal department that is responsible for their technical, legal and official supervision.

- (3) Additional members may be admitted to the association. An appropriate application for membership must be sent in writing to the executive board. By submitting his application, the applicant accepts that he will adhere to the statutes and fulfil all his membership obligations, should he be admitted. There is no right to admission.
- (4) Membership is established through acceptance by the general assembly. The decision concerning the acceptance of a member requires approval by three quarters of the votes cast. It is not necessary to provide reasons in the event of a rejection.
- (5) The membership shall end by resignation, exclusion or dissolution of the member. This does not affect the reasons for termination according to Part 2 Sentence 2.
- (6) On termination of membership, the member shall lose all positions held in the association.
- (7) Members must explain their resignation in writing to the executive. Resignation shall be permitted at the end of a calendar year after a notice period of one calendar year. Adherence to the notice period requires that the executive board should receive the notice of resignation in due time.
- (8) A member can be excluded from the association for an important reason. An important reason is given when a member no longer participates in jointly financed research activities, violates the agreement or no longer fulfils his obligations towards the association. The general assembly shall decide on an exclusion with a three-quarter majority of the votes after an application by the executive board. The executive board must inform the member of its application for exclusion at least four weeks before the general assembly. The member must be invited to and given an opportunity to speak at the general assembly that is to discuss and decide on his exclusion according to Section 6 Part 7. When the member does not attend without a valid reason, but submits a written statement instead, this statement shall be publicly read at the general assembly that is to decide on the exclusion. A decision concerning the exclusion of a member made without adhering to these rules shall be ineffective.
- (9) When the membership of a member ends and this member was part of a site of the Deutsches Zentrum für Herz-Kreislauf-Forschung e.V. together with other members, the membership of the other members shall continue, except when
  - a) the scientific benefit provided by this site to the association is no longer significant and
  - b) the loss of the member cannot be compensated for by accepting a new member at the site who would provide comparable, scientific capabilities according to Part 5.

This is decided by the general assembly in agreement with the scientific advisory board and the commission of sponsors after hearing the members concerned. In the event of a negative decision, the membership of the members affected shall end, following a period of three months after receipt of the written and reasoned decision.

- (10) The legal relationship of the members of the association combined at a site shall be exclusively regulated by these statutes and Sections 21 to 79 of the Civil Code. Sections 705 to 740 of the Civil Code do not apply.

#### **§ 4. Membership fees**

The association collects membership fees; the amount shall be determined by the fee regulations issued by the general assembly.

#### **§ 5. Bodies of the association**

The bodies of the association shall be:

1. the general assembly of members,
2. the business manager in as far as the authorisation in Section 8 Part 2 was obtained,
3. the executive board,
4. the scientific advisory council, and
5. the commission of sponsors.

#### **§ 6. General assembly**

- (1) The highest body of the association shall be the general assembly.
- (2) Members who are not natural persons shall be represented in the general assembly by a representative. Appropriate authorisation may be provided for a single general assembly as well as for all general assemblies until cancellation. The authorisation must be provided in writing and a copy shall be provided to the executive board at the latest at the first general assembly for which the authorisation is valid.
- (3) Each member shall have the right to vote and stand as a candidate.
- (4) All members jointly forming shall have one vote at the general assembly. The members shall decide at their own responsibility how to arrange for unified voting in the general assembly.

- (5) The general assembly shall be chaired by the chairperson of the executive board and, in his absence, by his deputy. When the deputy is absent as well, the oldest member shall act as chairperson of the general assembly. Before the chairperson of the executive board has been elected, the oldest member shall act as chairperson of the general assembly.
- (6) The general assembly shall provide the directives for the work of the association and decide on issues of fundamental relevance. Its responsibilities shall include, in particular:
1. the election and deposition of the members of the executive board, the chairperson of the executive board and his deputy;
  2. appointment and recall of the business manager;
  3. decisions on the acceptance of members and their allocation to the sites of the Deutsches Zentrum für Herz-Kreislauf-Forschung e.V. as well as the exclusion of members;
  4. decisions according to Section 3 Part 10;
  5. the appointment and recall of members of the scientific advisory board;
  6. consultations concerning the current state and planning of the work;
  7. decisions concerning the scientific focal points, the distribution of tasks among the sites and suggestions for resource utilisation, considering the recommendations of experts;
  8. decisions considering important deviations from the expert recommendations for financing after previous statements of the scientific advisory council;
  9. decisions concerning the economic and investment plan of the centre suggested by the executive;
  10. decisions concerning the fee and usage regulations suggested by the executive board as well as the regulations concerning the use, protection and application of work results;
  11. decisions on the annual financial statements of the association;
  12. acceptance of the annual report of the executive;
  13. decisions on discharging the executive;
  14. decisions concerning changes to the statutes, including the purpose of the association according to Section 16 Part 1;
  15. decisions concerning the dissolution of the association according to Section 16 Part 1 and the appointment of liquidators.
- (7) The executive board shall send invitations to the general assembly, including a provisional agenda in writing, by fax or by e-mail at the latest four weeks before the day of the assembly. General meetings shall be held as required, but at least twice per year.

- (8) An extraordinary general assembly shall be held when this is requested in writing with specification of the purpose and reason by at least one fifth of the members or by at least two sites. The executive board shall call the extraordinary general assembly at the latest two weeks after receiving an application; Section 7 Sentence 1 shall apply accordingly, but the invitation period shall be reduced to two weeks.
- (9) The general assembly shall be deemed to have a quorum when more than half of the votes are represented. When no quorum is achieved, an invitation to a second general assembly with the same agenda shall immediately be issued and this general assembly shall be deemed to have a quorum, irrespective of the number of votes present or represented. This fact shall be stated in the invitation to the general assembly. Part 8 Sentence 2 Sub-sentence 1 in connection with Part 7 Sentence 1 shall apply accordingly.
- (10) The decisions of the general assembly shall always be based on the majority of the votes cast. A majority of three quarters of the votes cast shall be required for the cases described in Section 3 Part 5, 9 and 10, Section 6 Part 6 Sentence 2 No. 7 to 10 as well as Section 16 Part 1.
- (11) A written document concerning the decisions as well as the key parts of the negotiations, as far as they are required for understanding the decisions, shall be compiled within one week. It shall be signed by the chairperson of the meeting and the person taking the minutes and provided to all members without delay.
- (12) Decisions can also be made by means of a written procedure outside a general assembly. This requires that the executive board has been provided with unanimous approval of the written procedure. Agreement can be provided in writing, by fax or by e-mail.
- (13) The general assembly may establish commissions/committees for specialised advice and for the preparation of votes and decisions.
- (14) The general assembly shall decide on rules of procedure.

## **§ 7. Executive board**

- (1) The executive board consists of three to five persons. The Helmholtz Zentrum "Max-Delbrück Centre for Molecular medicine (MDC) Berlin-Buch" as well as one university / university clinic must be represented on the executive board; Section 6 Part 2 Sentence 1 shall apply accordingly.
- (2) The members of the executive board shall agree on the distribution of responsibilities by field of specialisation.
- (3) The executive board shall decide on rules of procedure.
- (4) The term of members of the executive board shall be one to three years. An additional election shall be held when one member resigns prematurely. Re-election shall be permissible. Each member of the executive board shall be obliged to perform his official duties until a successor has been determined in a valid election and has taken office. The general assembly may decide on deviating regulations, in particular by appointing a member to handle the tasks of an executive board member on a temporary basis.
- (5) Membership of the executive board of the association shall be in a personal, unpaid capacity. The members of the executive board shall perform their duties to the best of their abilities.
- (6) The general assembly may also decide that the office of an executive board may be performed full-time, i.e. against payment of appropriate remuneration for the time spent, in deviation from Part 5. The amount of the remuneration and other conditions shall be the subject of a separate contract between individual executive board members and the association. The chairperson of the commission of sponsors, who represents the association in this respect, shall conclude, amend or cancel these contracts and shall inform the commission of sponsors accordingly.
- (7) The executive board shall be responsible for managing and representing the association. It shall execute the decisions of the general assembly and complete the tasks according to the statutes and the activities required for ongoing administration at its own responsibility. Its responsibilities shall include, in particular:
  1. suggesting a person for the post of business manager to the general assembly;
  2. suggesting the members of the scientific advisory board to the general assembly;
  3. suggesting a business and investment plan regarding the activities of the association in agreement with the Helmholtz-Zentrum "Max-Delbrück Centre for Molecular Medicine (MDC) Berlin-Buch", which is participating in the association, and submitting the plan to the general assembly;

4. developing annual financial statements of the association and submitting them to the general assembly;
  5. compiling an annual report and submitting it to the general assembly;
  6. suggesting fee and usage regulations as well as regulations concerning the use, protection and application of the work results and submitting these regulations to the general assembly;
  7. suggesting changes to the statutes, including the purpose of the association, and submitting them to the general assembly;
  8. suggesting new subsidy applications and appropriate information of the members;
  9. representing the association towards the scientific and general public.
- (8) The association shall be jointly represented by the executive board in court and out of court.
- (9) The executive board shall meet as required.
- (10) The chairperson or, when he is not available, the deputy chairperson shall provide invitations, including the preliminary agenda, in writing by fax or e-mail at least two weeks in advance.
- (11) The executive board has a quorum when the majority of the executive board members are present; its decisions are made by majority vote among the board members present. In case of a tie in the voting, the vote of the chairperson or, when he is not available, the deputy chairperson shall be decisive. Votes shall be openly held. When no quorum is achieved, an invitation to a second executive board meeting with the same agenda shall immediately be issued and this general assembly shall be deemed to have a quorum, irrespective of the number of board members present or represented. This fact must be pointed out in the invitation; Part 10 shall apply accordingly. The executive board may also make decisions by means of a written procedure when all board members agree.
- (12) Members of the association as well as other experts in an advisory capacity may be invited to executive board meetings, depending on the topics to be discussed.

## **§ 8. Association office and management**

- (1) The executive board of the association shall be supported in its work by an office.
- (2) The manager of this office shall be appointed by decision of the general assembly. Where the authorisation procedure in Section 7 Part 6 Sentence 1 was not applied, the business manager may be appointed as a special representative according to Section 30 of the Civil Code and represent the association jointly with one member of the executive board, in court and out of court, with regard to all the activities relating to current administration.

- (3) The business manager may not simultaneously be a member of the executive board.
- (4) The business manager shall act on the instructions of the executive board and shall take part in the meetings of the executive board in an advisory capacity without a vote.
- (5) The business manager shall work full-time, i.e. against payment of an appropriate remuneration for the time spent.

## **§ 9. Scientific advisory council**

- (1) The association shall be supported by a scientific advisory board consisting of internationally recognised experts in the field of cardiovascular research. The scientific advisory board shall advise the executive board and the general assembly on all scientific and planning questions.
- (2) The scientific advisory board shall consist of a maximum of 12 volunteers involved in science or business. They are suggested by the executive board and appointed by the general assembly for a period of four years. Re-appointment is permitted.
- (3) The scientific advisory board shall elect a chairperson from among its members.
- (4) The chairperson of the association shall call at least one meeting of the scientific advisory board per year.
- (5) The scientific advisory board shall decide on rules of procedure.

## **§ 10. Commission of sponsors**

- (1) The association shall be supported by the commission of sponsors to ensure cooperation with the sponsors. Sponsors according to these statutes are the federal government and the federal states that participate in the research activities under the umbrella of the association. Each sponsor shall send one representative to the commission of sponsors. The chairperson shall be the representative of the federal government.
- (2) The executive board and the general assembly shall be obliged to obtain the approval of the commission of sponsors for all strategic as well as important financial organisational or staff decisions. This shall particularly apply to decisions according to Section 3 Parts 5, 9 and 10, Section 6 Part 6 Sentence 2 No. 8, 9 and 10 as well as Section 16 Part 1.
- (3) The commission of sponsors shall be entitled to send representatives to the general assembly, who may then participate in the meeting without voting rights. It shall be entitled to suggest amendments of the statutes to the general assembly.

- (4) The commission of sponsors shall be called by the chairperson as required, but at least twice per calendar year. The executive board shall participate in the meetings of the commission of sponsors without voting rights.
- (5) The commission of sponsors shall be deemed to have a quorum when at least half of the sponsors, including the federal government, are represented. The sponsors shall be represented by a member of their administration. Each representative of a federal state shall have one vote. The representative of the federal government shall have the same number of votes as the federal states. The votes for the federal government shall be cast in a standardised manner. Decisions shall usually be made by simple majority of the votes cast. In case of a tie in the voting, the chairperson or, when he is not available, the deputy chairperson, shall have a casting vote. This vote can be transferred in writing to another member.
- (6) Decisions concerning Section 3 Part 5, 9 and 10, Section 6 Part 6 Sentence 2 No 8, 9 and 10 as well as Section 16 Part 1 may only be made with a majority of three quarters of the votes cast.

#### **§ 11. Remuneration, reimbursement for members of the bodies**

- (1) The general assembly may decide that members of bodies according to Section 5 No. 2 and 3 are to receive remuneration for their work. Section 8 Part 5 shall not be affected.
- (2) The costs in connection with participation in the general assembly shall not be reimbursed. The members of bodies according to Section 5 who do not receive reimbursement shall be entitled to reimbursement of their necessary, appropriate and proven expenses, except when they general assembly decides that they should receive lump-sum reimbursements at a level that has no adverse effects on their income tax.

#### **§ 12. Limitation of liability for members**

- (1) A member of the association who works without payment or receives remuneration for his work that does not exceed the annual amount stated in Section 3 No. 6a Income Tax Act shall only be liable for damage caused while performing his tasks according to the statutes when this damage was done deliberately or as a result of gross negligence. Claims shall only be possible within an exclusion period of 12 months. This period shall start when the association or the member of the association or body is informed of the damage. The deadline shall be adhered to by instituting legal proceedings or sending a letter stating the claim.

- (2) Where a member of the association who works without payment or is only remunerated according to Part 1 shall be held liable towards a third party for damage caused while performing his tasks according to the statutes, such a member shall be entitled to claim indemnity from the association with regard to this obligation. This shall not apply where the damage was the result of deliberate action or gross negligence.

### **§ 13. Limitation of liability for members of bodies**

The requirements and legal consequences of the liability of members of the executive board shall be regulated by Section 31a Civil Code. Sentence 1 shall apply for all other bodies according to Section 5. Claims against members of bodies shall only be possible within an exclusion period of 12 months, irrespective of the requirements of Section 31a of the Civil Code. This period shall start at the time when the association or the member is first informed of the damage. The deadline shall be adhered to by instituting legal proceedings or sending a letter stating the claim.

### **§ 14. Limited liability of the association**

- (1) The liability of the association for its bodies, other representatives and agents shall be regulated by the general regulations of civil law. The association shall only be liable towards association or body members when the person who caused the damage for which the association is responsible has acted deliberately or grossly negligently. Claims shall only be possible within an exclusion period of 12 months. This period shall start when the association or the member of the association or body is informed of the damage. The deadline shall be adhered to by instituting legal proceedings or sending a letter stating the claim.
- (2) The members and their agents as well as body members and other representatives of the association shall only act within the framework of the purpose and the goals according to Section 2.
- (3) The members and the association shall agree that third parties may not suffer damages as a result of the actions of the members and the association and that the responsibility for the damage caused may not be shifted between the parties to the disadvantage of the party suffering the damage, irrespective of the aforementioned issues and the other liability agreements. The affected members and the association therefore agree that in the event of a dispute concerning the liability for damage caused, they shall provide a timely solution regarding the compensation of the affected party, irrespective of subsequent internal compensation.

## **§ 15. Evaluation**

The Deutsches Zentrum für Herz-Kreislauf-Forschung e.V. shall be evaluated by external, international experts with regard to its scientific excellence and its strategic goals at regular intervals - at least every five years. The evaluation procedure as well as the selection of the experts shall be agreed upon by the federal government and the federal states.

## **§ 16. Amendment of the statutes and dissolution**

- (1) Amendments of the statutes or the purpose of the association and the dissolution of the association shall be decided by the general assembly. Decisions concerning an amendment of the statutes and the purpose as well as the dissolution of the association shall require a majority of three quarters of the votes cast.
- (2) Amendments of and additions to the statutes that are requested by the registration authority responsible or the tax office shall be implemented by the executive board and do not require decisions by the general assembly. The members shall be informed accordingly at the latest during the next general assembly.
- (3) In the event that the association is dissolved or its purposes are no longer subject to a tax advantage, 90% of the assets of the association shall be distributed to the federal government and 10% to those countries that were involved in research activities under the umbrella of the association. The part distributed to the federal states shall be split according to the proportion of financing that the states had previously provided. The receiving bodies shall use the finds received directly and solely for non-profit purposes.

## **§ 17. Auditing rights of the courts of auditors**

The association shall grant the appropriate auditing rights to the courts of auditors responsible according to Section 111 of the Federal Budget Ordinance and the respective state budget ordinances.