

Standing Rules
of the
Leopoldina Academy Circle of Friends

§ 1

Name and Seat

1. The Association carries the name “Leopoldina Academy Circle of Friends”. It is to be entered in the Halle (Saale) Local Court Register of Associations. Having been entered, it is to bear the suffix “Reg. Ass.”.
2. The Association is seated in Halle (Saale).

§ 2

Working Year

The working year is the calendar year.

§ 3

Purpose of the Association

1. The purpose of the Association is to provide moral and material support for science and research conducted by the German Academy of Sciences Leopoldina, reg. Ass. (“Leopoldina” in the following).
2. The Association promotes the mission and activities of the Leopoldina, in particular by providing finance, staff and material support. Examples of the range of such activities include:
 - Planning and organising scientific conferences
 - Publishing scientific results
 - Supporting junior scientists
 - Awarding prizes honouring scientific achievements
 - Promoting the involvement of German science in international co-operation

- Representing the Leopoldina scientists at international events and in international committees
- Scientific processing of topics that are of relevance to society
- Science-related public relations activities
- Monitoring and evaluating scientific developments

The Association can participate in selecting and formulating projects and topics relating to society.

§ 4

Charitable status and employment of funds

1. The association exclusively and directly pursues charitable objectives in the sense of the Tax Code's Section on "Tax-Privileged Objectives".
2. The Association operates on a charitable basis; it does not predominantly pursue its own economic objectives. The Association's funds may only be used in conformity with the objectives stipulated in the Standing Rules. The members of the Association do not receive any grants from its funds. No person may be benefited by expenditure not relating to the Association's purpose or by disproportionately high remunerations.

§ 5

Acquisition and Types of Membership

1. The Association has regular members ("members" in the following), founding members (also "members" in the following) and honorary members. The members of the Association may be natural persons, associations of persons with a partial legal capacity and legal entities.
2. Admission to membership of the Association has to be applied for in writing at the Board. Juristic entities or associations of persons with a partial legal capacity are to state the persons entitled to represent them or the duly authorised persons who are to assume the membership rights.
3. Applying for membership implies that the Association's Standing Rules are recognised.

4. The Board decides on the membership application at its discretion. If it turns down an application, it is not obliged to inform the applicant about the reasons for his or her rejection.
5. Recognising the commendable support of the Leopoldina's mission and activities in the past, the acquisition of former members of the Adolf Butenandt Support Association for Scientists of the Leopoldina, reg. Ass., is performed without application or approval requirements and on simple declaration of membership in writing addressed to the Board. Former honorary membership is continued by the Association. The declaration implies recognition of the Association's Standing Rules.
6. Persons to be honoured in recognition of their particularly commendable support of the Association's purpose may be appointed honorary members on resolution of the Members' Assembly.

§ 6

Members' Rights and Duties

1. Each member of the Circle of Friends is entitled to participate in the Leopoldina's academy-wide events. All members of the Circle of Friends are invited to these events. In addition, each member has the right to actively participate in supporting the purpose stipulated in the Standing Rules.
2. Each member has the same right to vote in the Members' Assembly. Honorary members have no right to vote if they are not regular or founding members.
3. The members are obliged to do their best to further the interests of the Circle of Friends and avoid anything that may damage the reputation and purpose of the Association.

§ 7

Members' Fees

1. The Board sets the level of members' fees having informed the Members' Assembly.
2. Payment is via debit unless other arrangements have been made. The member is provided with a corresponding direct debit authorisation.

§ 8

Termination of Membership

1. Membership is terminated by
 - a. voluntary resignation of membership;
 - b. expulsion from the Association;
 - c. the member's death;
 - d. dissolution of the legal entity or the association of persons with a partial legal capacity.

2. Resignation of membership is by written declaration addressed to the Board and can only be performed by observing a period of three months' notice to the end of the ongoing working year.

3. Expulsion may only be performed for an important reason. Such important reasons include, in particular, sustained conduct detrimental to the Association's aims, jeopardising of the Association's purpose as stipulated in the Standing Rules and/or failure to fulfil duties in accordance with the Standing Rules. Furthermore, an important reason must be assumed if the membership fee due has not been paid in spite of two reminders having been sent to the member's latest address that the Association was informed about and three months having passed since the second reminder was sent.

The Board decides on whether there is an important reason for expulsion and on expulsion itself. Before the decision is taken, the member is to be given the opportunity to make a statement on the intended expulsion.

The decision is to be sent to the member with reasons given. An appeal against the decision filed to the Members' Assembly is permissible within a month's time and is to be addressed in writing to the Board. The member's rights and duties are suspended pending a final decision. The Member's Assembly decides on expulsion by simple majority of the votes present.

§ 9

The Association's Organs

The Association's Organs are the Board and the Members' Assembly.

§ 10
Board

1. The Board, in accordance with § 26 BGB, consists of up to 6 members, among them the Chairperson, up to two Deputy Chairpersons, the Secretary and the Treasurer. A further member is seconded by the President's Office of the Leopoldina. The offices of Secretary and Treasurer may be combined in personal union by the Deputy Chairpersons.

The Chairperson may not be a member of the Leopoldina.

2. The members of the Board are elected individually for a period of four years in office. Re-election is permitted. They resign from office after a term in office in which they have reached the age of 75 years. The Board remains in office until a new Board has been elected.
3. The Board is jointly represented judicially and extrajudicially by at least two Board members, with one of those authorised as a representative required to be the Board Chairperson or one of the Deputy Board Chairpersons. The Board is exempted from the ban stipulated in § 181 BGB. The Association can only obligate itself by written declaration.
4. The Board Members act in an honorary capacity. They are to be awarded remuneration for required and proven efforts.
5. The Board meets on requirement. The meetings are convened by the Chairperson, or should he or she be unavailable, by one of his or her Deputies. A week's notice has to be observed in convening a meeting unless all Board members waive notice. The agenda is not required to be announced. A quorum is present if at least two Board members are attending the meeting, including the Board Chairperson or one of the Deputy Chairpersons. Decisions are by simple majority. If a tie emerges, the Chairperson's vote decides. The Board Meeting is headed by the Chairperson, and in the event of him or her being unavailable, by one of the Deputy Chairpersons. To provide evidence of procedures should the need arise, the Board decisions are to be entered in a book of decisions and signed by the head of the meeting. Records are to contain the place and time of the Board Meeting, the names of the participants, the decisions taken and the voting results.
6. The Board can take decisions in a written procedure – also via Email – provided that all Board members approve of this. In this case, too, the head of the meeting has to enter the decisions made in the book of decisions in accordance with Fig. 5.

7. The Board promotes the exchange of information and co-operation between the Leopoldina and the Association by the Chairman or, should he or she be unavailable, one of the Deputy Chairpersons, reporting on the Association's activities at the Presidial Meeting of the Leopoldina at the request of the Leopoldina Presidial Office. The Board may invite the President of the Leopoldina or a Deputy appointed by the President to attend a Board Meeting.
8. Minutes are to be taken of the meetings, and the minutes are to be signed by the Secretary as well as the Chairman or, in the event of him or her being unavailable, another Board member.

§ 11

Members' Assembly

1. The Members' Assembly is the Association's supreme organ. Its tasks include in particular
 - a. electing the Board and voting it out of office;
 - b. formal approval of the Board's actions;
 - c. receipt of the Board's minutes;
 - d. electing the Internal Auditor;
 - e. adopting amendments of the Standing Rules (unless transferred to the Board in accordance with § 15 Fig. 2)
 - f. resolving the dissolution of the Association;
 - g. deciding on the expulsion of members in the case of complaints;
 - h. further tasks ensuing from the Standing Rules or the law.

2. The Members' Assembly is convened at least once a year. Convening is via Email or in writing by the Board, and three weeks' notice has to be given as well as the agenda and the venue.

The Board can call an extraordinary Members' Assembly at any time. The Board is obliged to call an extraordinary Members' Assembly if this is in the interest of the Association or if at least twenty percent of the members demand this in writing, stating the purpose and the reasons.

3. Supplements to the agenda are to be applied for one week ahead of the date of the Members' Assembly at the latest. The proposal for the supplement is to be

announced at the beginning of the Members' Assembly. Applications to have the Board voted out of office, to have amendments made to the Standing Rules and to have the Association dissolved can only be decided on if they have already been announced together with the invitation to the Members' Assembly.

4. The Assembly is chaired by a Board member.
5. Minutes of the meetings of the Members' Assemblies are to be compiled by a Secretary elected at the beginning of the meetings and are to be signed by the Chair of the meeting and the Secretary.
6. The Members' Assembly constitutes a quorum regardless of the number of members present. Each member has one vote. Abstentions and invalid votes are not considered.

Resolutions are adopted by simple majority of the members present. Amendments of the Standing Rules and the dissolution of the Association require (provided that this is not referred to the Board in accordance with § 15 Fig. 2) a $\frac{3}{4}$ -majority of the members present.

The right to vote can only be exercised personally or on behalf of a member on provision of a written authorisation. The member represented is then regarded as present.

§ 12 Audit

1. The Members' Assembly elects an Internal Auditor for a term of three years who need not be a member of the Association. Re-election is permitted.

Nobody may become an Internal Auditor who

- a. exercises an office or a function in the Association or for the Association or has done so in the last three years before the election of the Internal Auditor; this does not apply to the office of the Internal Auditor;
- b. has participated in keeping the books or compiling the statement of account beyond auditing activities;
- c. is a legal representative, employee, member of the Supervisory Board or shareholder of a legal entity or a partnership or owner of a company if the legal entity or natural person, the partnership, one of its shareholders or the

- individually owned enterprise may not be the Internal Auditor of the Association in accordance with Letter b.;
- d. employs a person for the auditing exercise who may not be an Internal Auditor in accordance with Letters a. to c.
2. Once a year, the Internal Auditor compiles a written report on the preceding working year immediately after it is over.
 3. Once a year, the Internal Auditor performs an audit of the Association funds including all accounts, booking documents and statements and reports to the Board and the Members' Assembly on his findings. The auditing exercise comprises orderly accounting of the Association's financial affairs, while it does not cover the appropriateness of expenditure in the Association's interest. The Internal Auditor may demand that the Board members, and in particular the Treasurer, provide any explanation and proof required to perform an orderly exercising of his auditing duties. He is thus also entitled to examine the documents for the compilation of the statement of account, the books and the papers as well as the cash balance and the existing assets.
 4. The Internal Auditor is obliged to exercise his duties conscientiously and impartially and to observe discretion.

§ 13

Dissolution of the Association and Accession of Property

1. The Association may only be dissolved at a Members' Assembly by the majority of votes stipulated in § 11 Fig. 6.
2. In the case of the Association being dissolved or if its purpose so far has lapsed, and if its charitable status no longer applies, the Association's assets go to the Leopoldina, which may use them exclusively for purposes of benefit to the public or charitable or church purposes.
3. If the Leopoldina is dissolved before the Association or lapses in some other way or loses its legal capacity, in accordance with the conditions in Fig. 1, the Association assets go to an institution to be appointed by the Members' Assembly/the Board that may use them exclusively for purposes of benefit to the public or charitable or

church purposes. The Members' Assembly's resolution requires a majority of $\frac{3}{4}$ of the valid votes cast.

4. If the Association is dissolved, the Board Chairperson will be the liquidator, entitled to confer agency, unless the Members' Assembly appoints (an)other person(s).
5. The above stipulations apply correspondingly if the Association is dissolved for another reason or loses its legal capacity.

§ 14

Place of Jurisdiction

The Association's place of jurisdiction is Halle (Saale).

§ 15

Final Provisions

1. All of the provisions in the Standing Rules are to be interpreted in a manner ruling out any impairment of the exclusively and immediate purposes of the Association is ruled out.
2. The Board is entitled to amend the Standing Rules provided that this only affects the form of the Standing Rules or should become necessary to eliminate inconsistencies in their wording owing to objections by the Register of Associations or other authorities. In particular, subsequent to resolutions on changes to the membership fee, § 7 Fig. 3 is to be accordingly adapted.

Halle an der Saale, 31st August 2007
