

B Y - L A W S   O F

“Association for Cancer Immunotherapy CIMT e.V.”

Hölderlinstraße 8

55131 Mainz

As of May 16, 2018

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## BY-LAWS

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### § 1 Association

#### a. Name:

The name of the Association is „Association for Cancer Immunotherapy CIMT“.

This name of the Association shall be entered in the Association Register.

After registration in the Association Register, the Association shall have the following name:

“Association for Cancer Immunotherapy CIMT e.V.”

#### 1.2 Seat

The Association's seat shall be Mainz. The Association pursues international activities.

#### 1.3 Purpose of the Association

The Association, whose purpose shall not be profit-making, shall aim at promoting science and research (§ 52 Paragraph 2 Clause 1 German Tax Code). The purpose of the By-Laws shall particularly be achieved by promoting and conducting scientific conferences, basic scientific research, therapy studies and research cooperations in the field of immunotherapy of malignant diseases. In addition, the Association shall promote all scientific projects or measures in connection with these purposes.

#### 1.4 Financial Year

The Association's financial year is the calendar year. The first financial year shall end on 31 December of the same year that the By-Laws become effective. The General Meeting may decide on a different financial year.

#### 1.5 Duration

The duration of the Association is unlimited. The Association can only be dissolved by an extraordinary General Meeting called for that purpose by a decision of two thirds of the valid votes cast at that General Meeting – with the exception of a dissolution on cogent legal grounds.

The General Meeting shall also decide on the liquidation of properties and assets of the Association, if any, and in particular, appoint a liquidator.

In the event that the Association is dissolved or its tax privilege purposes cease, its assets will devolve upon

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Thomas-Mann-Str. 40  
53111 Bonn

which shall exclusively and directly use them for non-profit purposes.

## **§ 2 Association Membership**

### **2.1 Types of Memberships**

- a) Members of the Association shall be divided into
  - aa) Ordinary Members
  - ab) Extraordinary Members
  - ac) Honorary Members
- b) Ordinary Members shall be those who are actively participating in the Association's activities. Ordinary Members have to be a physical person.
- c) Extraordinary Members shall be those who are supporting the Association and its purpose in particular with tangible or intangible contributions. Extraordinary Members can be a natural or a legal person of private and public law or a partnership under commercial law, as well as a non-incorporated association, but cannot be a civil law association or a community of heirs.
- d) Honorary membership shall be awarded to persons by reason of their significant contributions to the Association or its aim.

### **2.2 Membership Application**

The Executive Board shall decide ultimately by written resolution on the acceptance or otherwise of applications for ordinary or extraordinary membership upon written application. Honorary Members shall be appointed by the General Meeting upon application of the Executive Board.

The applicant shall guarantee that he or she will promote the purpose of the Association. With submission of the application, the applicant agrees to the by-laws and any duties of the members. Prior to the Association's constitution, members are preliminarily accepted by the proponent(s). This membership becomes only effective with the Association's constitution.

### **2.3 Rights of Members**

- a) Ordinary Members and Honorary Members shall be entitled to make use of the Association's facilities and to participate in events. All members shall be entitled to participate in the General Meeting. Only Ordinary Members and Honorary Members shall be entitled to voting rights in the General Meeting; they shall also have active and passive voting rights.
- b) All members shall support the interests of the Association to the best of their abilities and shall refrain from undertaking anything that might affect its reputation and purpose. The members shall comply with the Association's By-Laws and all resolutions adopted by its organs.

## 2.4 Membership Fee

Ordinary Members and Honorary Members shall pay a registration fee and the membership fee. The membership fee shall be set by the Executive Board within the limits of the scale of fees which shall be determined once a year in the ordinary General Meeting.

Upon adoption of the By-laws, the scale of fees shall be set as follows:

a) For Ordinary Members

- aa) Natural persons
- ab) Legal persons, partnerships under commercial law and non-incorporated associations

b) For Extraordinary Members

- ba) For legal persons, partnerships under commercial law and non-incorporated associations
- bb) Natural persons

The registration fee for Ordinary Members and Extraordinary Members shall be set by the Executive Board.

Terms and conditions shall be determined by the Executive Board.

## 2.5 Termination of Membership

The membership ends upon death of the member (or loss of legal personality in case of legal persons), or upon withdrawal by written notice, upon cancellation or upon expulsion for good cause. A member can only be expelled for good cause upon the application of the Director or Executive Board and with the unanimous approval of the Executive Board (without voting right of any member of the Executive Board concerned).

Members can only withdraw from their membership on 31 December of each year. The withdrawal shall be notified to the Executive Board no later than three months before. Any withdrawal received later shall only become effective at the respective date of the following year. The Executive Board may cancel a membership, if the member has failed to pay the membership fees for more than three months despite receipt of two reminders. Cancellation does not affect a member's obligation to pay the due membership fees.

The Executive Board may expel a member for good cause such as gross violation of the membership duties and/or dishonorable behavior, so that his or her membership seems not to be acceptable for the association anymore. A good cause is also constituted, if bankruptcy, composition proceedings or other insolvency proceedings have been opened in a court against the respective member.

Prior to the Executive Board's resolution on whether or not to expel the member, the affected member shall be first granted the opportunity to comment on the reason for his or her expulsion before the Executive Board.

The member shall have the right to appeal against his or her expulsion in the General Meeting. The member's rights shall be suspended until the decision of the General Meeting.

Honorary Membership may also be withdrawn for the same cogent grounds as mentioned above.

The termination of the membership does not exempt the member of the duty to pay membership fees; such exemption shall only become effective at the end of the year, in which the termination took place.

- 2.6 Upon termination of the membership, the member shall not be entitled to any share in the property or assets of the Association.

### **§ 3 Organs of the Association**

Organs of the Association shall be:

- a) The General Meeting (§ 4)
- b) The Executive Board (§ 5)
- c) The Management Board (§ 5a)
- d) As consultative organ (optional):  
The Advisory Council (§ 6)
- e) The Auditors (§ 7)

### **§ 4 General Meeting**

- 4.1 The General Meeting is the supreme organ of the Association. The General Meeting shall take place at least once a year (ordinary General Meeting) for acceptance of the report and statement of account, as well as resolution of the financial statements and the formal approval of the actions taken by the Supervisory Board.

The ordinary General Meeting shall take place within the first six months of the calendar year. In addition, there are also extraordinary General Meetings.

- 4.2 Summoning of the General Meeting

The ordinary General Meeting shall be summoned before 30 June of each year. The extraordinary General Meeting shall take place within four weeks upon resolution of the Executive Board or the ordinary General Meeting, upon written application by a minimum of one third of the members, or upon request of the Auditors.

All members shall be invited to the ordinary as well as to the extraordinary General Meeting no later than two weeks prior to the meeting in writing. The General Meeting shall be called together with an agenda for the meeting with reference to a possible amendment of the By-Laws. The General Meeting shall be summoned by the Executive Board.

- 4.3 The General Meeting shall be responsible for all matters of the Association that these By-Laws or legal provisions are not attributing to one of the other Organs of the Association. Whereas, the General Meeting shall have the following tasks:
- a) Acceptance and Approval of the report and statement of account and the closing of accounts;
  - b) Resolution of a preliminary estimate for the next financial year;
  - c) Appointment and removal of the members of the Executive Board and the Auditors;
  - d) Setting the scale of fees for the registration fee and for the membership fee for Ordinary and Extraordinary Members;
  - e) Awarding and Withdrawal of the Honorary Membership;
  - f) Decisions on appeals against expulsion from the membership;
  - g) Resolution to amend the By-Laws and to voluntary dissolve the Association;
  - h) Resolution of applications of the Executive Board or of members;
  - i) Resolution of amendments to the guidelines for the work of the Association and the behavior of its members passed by the Executive Board;
  - k) Deliberations and resolutions of other items, which are on the agenda.
- 4.4 All members shall be entitled to attend the General Meeting. Only Ordinary Members and Honorary Members shall be entitled to exercise their voting rights. Members shall be allowed to transfer their voting rights to another member by way of a written proxy.
- Legally binding resolutions – save for resolutions for the application to summon an extraordinary General Meeting - may only be passed for items which are on the agenda.
- The President of the Association chairs the General Meeting; in his or her absence the Vice-President. If the Vice-President is also unable to chair the meeting, the oldest member of the Executive Board present shall chair the General Meeting.
- At the General Meeting, minutes shall be kept. The Chairman shall appoint a person to keep the minutes. The minutes shall be signed by the chairman and the person who keeps the minutes.
- 4.5 Elections and resolutions at the General Meeting shall generally be passed by simple majority of the validly cast votes. Abstentions or invalid votes shall not be regarded as disapproval, but should be excluded from the count. Resolutions to amend the By-Laws of the Association or to dissolve the Association, however, shall require a qualified majority of two thirds of the validly cast votes.
- 4.6 Motions for the General Meeting shall be filed with the Executive Board, in writing, with a short explanation, no later than three days prior to the date of the General

Meeting. Any new agenda item resulting from these motions shall be included in the agenda under "Miscellaneous". Amendments to the By-Laws of the Association, however, cannot be passed in such a way (to amend the By-Laws it might be necessary to summon a new General Meeting).

## **§ 5 Executive Board**

- 5.1 The Executive Board shall consist of the President, the Vice-President, the Secretary, the Treasurer, the Chairman of the Management Board, and up to five additional members of the Executive Board. The members of the Executive Board may be remunerated based on an employment contract and/or a consultancy contract or against payment of an allowance according to § 3 No. 26a German Income Tax Act (EStG). A decision in this matter shall be taken by the Executive Board; the same shall apply to the conclusion of the contract or termination thereof. All members of the Executive Board, with the exception of the Chairman of the Management Board, shall be elected by the General Meeting by a simple majority of votes. The Executive Board shall be elected for a term of office of three years.

The Chairman of the Management Board shall be appointed by the Executive Board for a term of office of three years (§ 5a Section 1).

- 5.2 The members of the Executive Board shall be persons who are conducive to the Association's aims because of their position, their experience or their skills.
- 5.3 The Executive Board shall be summoned on request by one of the members of the Executive Board. Prior to a General Meeting, the Executive Board shall meet. This Executive Board meeting shall be summoned by the President of the Executive Board, and, in case of the President being prevented, by his or her Vice-President, in writing or verbally, within eight days. It is not required to send an agenda.
- 5.4 A quorum of the Executive Board will be constituted, if notice of the meeting has been given to all its members and if at least half of the members are present at the meeting.

This regulation shall be regarded as an internal rule only and shall not be registered with the Commercial Register.

The Executive Board shall pass its resolutions by a simple majority of votes. In the event of equality of vote, the President shall have the casting vote.

The President shall chair the meeting; in his or her absence, the Vice-President shall chair the meeting. If the Vice-President is also unable to chair the meeting, the oldest member of the Executive Board present shall chair the meeting.

- 5.5 Apart from death and end of term of office, an Executive Board member's function expires upon his or her removal or resignation. The General Meeting may remove the entire Executive Board or individual Executive Board members at any time. Executive Board members may resign from office at any time. The resignation shall be addressed to the Executive Board, or in case of resignation of the entire Executive Board, it shall be declared to the General Meeting.
- 5.6 The President of the Executive Board is the highest executive officer of the Association. He chairs the General Meeting and the meetings of the Executive Board.



- 5.7 The Secretary shall support the President of the Executive Board on the day-to-day business of the Association. He is responsible for keeping the minutes at the General Meeting and at the meetings of the Executive Board.
- 5.8 The Treasurer shall be responsible for the proper financial practice of the Association.
- 5.9 The Executive Board shall decide on all matters of the Association that these By-Laws or legal provisions are not attributing to one of the other Organs of the Association; the Executive Board's scope of activities comprises in particular the following:
- a) Preparation of the annual preliminary estimate as well as the report and statement of account and the closing of accounts;
  - b) Preparation of the General Meeting;
  - c) Summoning of the ordinary and extraordinary General Meeting;
  - d) Administration of the Association's properties and assets;
  - e) Approval of the investment budgets and investments not included in the budget;
  - f) Entering into individual employment Agreements, unless general guidelines have been passed concerning the Director;
  - g) Adoption, expulsion and cancellation of members of the Association;
  - h) Approval of any activity of the Director beyond his or her usual business duties.
- 5.10 It shall be permissible to send the written approval of the resolution on a filed motion either by fax or email, if no member objects to this procedure. Such resolutions made by circulation procedures shall be included into the minutes of the Executive Board. The time limit for voting shall be 72 hours after receipt - the vote shall be sent to the President. This regulation shall be registered with the Association Register.
- 5.11 The Association shall be represented in and out of court by the Executive Board. Two members of the Executive Board shall be authorized for joint representation.

#### **§ 5a Management Board**

- 5a.1 The Management Board shall consist of the Chairman and up to four additional members. The Executive Board shall appoint the Chairman of the Management Board, who shall simultaneously be a member of the Executive Board, for a term of office of three years. The Executive Board may appoint and recall up to four additional members.
- 5a.2 The Management Board shall support the Executive Board in managing the Association's activities. The Executive Board may specify the type and scope of activities to be carried out by the Management Board.

## **§ 6 The Advisory Board**

- 6.1 An Advisory Board may be formed within the Association. Advisory Board members shall be appointed by all members of the Executive Board.
- 6.2 The Advisory Board advises the Executive Board on the goals and objectives of the Association, on general administrative issues of paramount importance to the Association, as well as on the development, wording, and tender processes of scientific projects. In addition, the Advisory Board supports the Executive Board in the implementation of the results.
- 6.3 The members of the Advisory Board shall consist of persons of the following groups: Basic and clinical research experts, e.g. physicians, immunologists, biologists, biochemists and pharmacologists, working or having worked in the field of immunotherapy in a scientific and/or clinical environment.
- 6.4 The Advisory Board members shall be appointed for a term of office of three years, counting from the day of their appointment.
- 6.5 The Chairman of the Advisory Board shall be appointed by all members of the Executive Board.
- 6.6 The Executive Board shall inform the Advisory Board about the work of the Association, in particular about individual research projects, at appropriate regular intervals.

## **§ 7 Auditors**

- 7.1 The Auditors shall be responsible for the day-to-day business control and the audit of the closing of accounts. The Auditors shall report the result of their audit to the General Meeting.
- 7.2 The General Meeting shall appoint two Auditors for a two-year-term. Re-Election shall be possible.
- 7.3 In general, the provisions of § 5.5 of these By-Laws shall apply to the Auditors respectively.

## **§ 8 Report and Statement of Account and Annual Accounts**

- 8.1 Upon completion of the annual report and statement of account, it shall be presented to the General Meeting.
- 8.2 In addition, the Director shall inform all members of the Executive Board about his or her activities at the end of each six months and shall present an interim report.
- 8.3 The Executive Board shall prepare an inventory or properties and assets each year by 31 December, together with the budget for the following year.

## **§ 9 Tax Clause**

- 9.1 The Association exclusively and directly pursues non-profit purposes, in accordance with section AO 1977 on tax-deductible purposes of the German tax code. Reference is made to § 1.3 of the By-Laws.
- 9.2 The Association acts non-profitably; it does not pursue profit-oriented goals as a first priority. The Association's assets shall only be used for the purposes laid out in the By-Laws.
- 9.3 No person shall benefit from expenditures that do not serve the purposes of the Association or from a disproportionately high remuneration.

## **§ 10 Miscellaneous**

### **10.1 Severability Clause**

Should a provision of this agreement be invalid or void, it shall instead be agreed upon a valid provision which economically comes closest to the invalid or void provision. The validity of the remaining provisions shall not be affected by the invalidity of such a provision. Dispositive law shall only be considered in order to fill the gap after an additional interpretation of the agreement in accordance with the purpose of the Association.

10.2 Announcements of the Association shall be published in the Federal Gazette.

10.3 These By-Laws shall become effective with the registration of the Association.

10.4 The members of the Association shall not receive any payments of assets from the Association. § 5.1 shall remain unaffected.