

# International Lecithin and Phospholipid Society

---

## Statutes (By-laws / Charter) (translation of ILPS Satzung)

### §1 Name

- (1) The association bears the name of „International Lecithin and Phospholipid Society (ILPS) “
- (2) The registered office of the society is situated in Cologne (North Rhine-Westphalia), Germany. It has been duly entered in the Register of Associations of the Amtsgericht - Local Lower Court of First Instance - Cologne (North Rhine-Westphalia), Germany

### §2 Purpose and Objectives

- (1) On the fields of phospholipids and lecithins, ILPS is aimed at:
  - (a) uniting professionals and other interested persons in science, technology and business community;
  - (b) promoting the cooperation and exchange of ideas at international level between scientists and technologists;
  - (c) promoting research activities at international level;
  - (d) disseminating knowledge about the field and arousing public interest and understanding for the field;
  - (e) awarding distinctions for outstanding scientific performance.
- (2) ILPS pursues solely and directly non-profit purposes in the sense defined under "subject to tax relief" of the German Fiscal Code. ILPS engages without any self-interest and pursues purposes that are not primarily for its own profit.
- (3) Fulfilment of aims of ILPS shall in particular be achieved by way of:
  - (a) promoting standardization of materials and analytical methodology to analyze lecithin and phospholipids;
  - (b) organizing and sponsoring conventions, symposia, educational courses and ring trials (round robins);
  - (c) issuing specialized relevant literature, position papers and newsletter;
  - (d) forming divisions;
  - (e) working together with comparable scientific organisations, particularly by interacting with institutions needing information on the description and analysis of lecithin and phospholipids;
  - (f) engaging in public relations and external affairs;
  - (g) managing research projects

### §3 Business Year

The business year of ILPS shall be the calendar year.

### §4 Membership

Membership in ILPS shall consist of natural and legal individuals (Private member) and legal registered companies (Corporate Member), interested in the aims of ILPS, given their own fields of activities.

### §5 Admission as Member

- (1) Member shall apply for admission in written form to the President of ILPS who shall present the application the ILPS Board for decision.
- (2) The rights incorporated by membership shall take force upon payment of the first annual contribution.

## **§6 Termination of Membership**

- (1) Membership shall expire:
  - (a) upon the death of natural persons and upon discontinuation of the existence of legal entities and companies;
  - (b) by resign. Members may terminate their membership by submitting a written resignation to the Board on or before the end of one month before the end of the business year, with such resignation effective for the following year;
  - (c) by exclusion. Exclusion shall be declared by the Board for serious cause. The member affected shall be entitled to lodge objection to the exclusion, upon which the General Assembly shall take a decision;
  - (d) by decision of the Management, if the annual membership fee is not paid by the end of the business year and is not received within the period of 1 (one) month following a reminder for payment send by registered mail, making clear that membership expires upon failure to effect payment.
- (2) Termination of membership shall not discharge a member from his commitment to pay any amount that might be in arrears or the contribution for the running year or any other financial commitment due for payment to ILPS prior to termination of membership. Termination shall not accord the member any claim to corporate assets.

## **§7 Member's Contribution**

- (1) The General Assembly (§9) shall set down the contributions for members. For students and members in retirement, contributions may be reduced. The annual contribution shall be paid during the first three months of the business year. In specific cases, the Board shall be able to defer or reduce contribution as well as to release from payment of the contribution.
- (2) Funds of the society shall only be used for the purposes subject to the Statutes. The members shall receive no allowances from the funds of the society.

## **§8 Corporate Organs**

Organs of the society are:

- (a) the General Assembly
- (b) the Board

## **§9 General Assembly**

- (1) The General Assembly shall take all decisions relating to basic issues, unless these are resolved by other organs as specified by the Statutes.
- (2) All members shall be entitled to attend the General Assembly. Corporate members shall notify ILPS Management in written form prior to the beginning of the Meeting of their nominated representatives.
- (3) In particular, the General Assembly takes decisions resolving the:
  - (a) election and removal from office of the President, Vice President, Secretary and Treasurer
  - (b) election and removal of other Board members, if proposed by the Board. Preferably an international balance should be sought by members representing the European, American and other continents;
  - (c) preparation of the provisional budget and membership contributions;
  - (d) approval of annual status report and financial report;
  - (e) discharge of the Board;
  - (f) amendment of the Statutes;
  - (g) dissolution of the Society.

## **§10 Invitation to the General Assembly**

- (1) The General Assembly shall take place once a year.
- (2) The President or the Vice President shall convene the General Assembly and specify details of the agenda in the invitation. The written invitation shall be sent at least 20 days prior to the meeting. Petitions for

amendments to the Statutes and for the dissolution of ILPS shall be lodged with the Office at least 30 (thirty) days prior to the General Assembly, so that ILPS can notify members in writing at least 20 (twenty) days prior to the meeting. Any petition for the dissolution of ILPS shall be notified to the members by registered mail.

#### **§11 Resolutions of the General Assembly**

- (1) The General Assembly shall be chaired by the President or, given his inability to attend, by the Vice President.
- (2) Each private member shall have one vote. Each corporate member has 2 (two) votes and can be represented by 2 (two) representatives. A member shall be able to be represented by another member. The written authorization to represent another member shall be presented to Management prior to the opening of the General Assembly.
- (3) The General Assembly shall take resolutions by simple majority of the votes cast by the members in attendance and those represented, unless otherwise stipulated by the Statutes. With a parity of votes, the vote of the Chairman of the Meeting shall be decisive.
- (4) For a resolution to amend the Statutes of ILPS, a majority of two thirds of the members present shall be required. For a resolution to dissolve ILPS, a majority of two thirds of the members present and two thirds of the Board members shall be required. On the dissolution of the ILPS can only be decided, if at least half of all members are present at the General Assembly. If the quorum is not met, a new General Assembly is to be convened in accordance with the statutes and all then present or represented members can decide in each case on the Resolution of the ILPS. This must be expressly stated in the invitation.
- (5) Minutes shall be kept of every General Assembly and these shall be duly signed by the Chairman of the Meeting and the person taking the minutes and duly published in the publication medium of ILPS.

#### **§12 Extraordinary General Assembly**

- (1) In order to give the members the opportunity of discussion outside the bounds of the ordinary General Assembly, the President shall be able to convene an extraordinary General Assembly; such meeting must be convened if half of the members of the Board or at least one tenth of the members of ILPS petition for such convocation.
- (2) The invitations shall be sent out as letter and shall be posted by Management at least 20 days prior to the date set for the meeting.
- (3) The resolutions from the extraordinary General Assembly shall be recorded and published in the same way as with the ordinary General Assembly.

#### **§13 The Board**

- (1) The Board consists of the President, Vice President, Secretary, Treasurer and up to four additional Members.
- (2) The term of office shall be 2 (two) years. Re-election is possible.
- (3) If a member of the Board retires from office prior to the lapse of his term of office, the Board shall be able to resolve to take in another person for the remaining tenure. The next General Assembly shall elect those individuals into the board who are to replace the retired Board member until the expiration of the term. (4) The President, the Vice-President and the Treasurer shall form the Board as defined under § 26 BGB [German Civil Code]. Each of them shall be authorised to represent ILPS. The Vice-President and the Treasurer shall only be able to exercise this right if the President or the President and the Vice-President are unable to do so.
- (5) The President and, given his inability, the Vice-President, shall convene and chair the meetings of the Board and the General Assembly. The vote of the Chair shall be determinant in the event of parity of votes.

#### **§14 Assignments of the Board**

- (1) The Board shall direct ILPS. In particular, its task involves:
  - (a) the preparation of the annual status report and financial report;
  - (b) the preparation of items for discussion at the General Assembly;
  - (c) the distribution of proposals for the election and recall of Board members by the General Assembly;
  - (d) the preparation of an estimate budget;

- (e) the appointment and dismissal of the Executive Director;
  - (f) the formation and dissolution of divisions and other bodies.
- (2) The Board shall take its resolutions at meetings convened by the President in sending details of the agenda in due time for the meeting. The Board shall have a quorum when the simple majority of Board members are present. At the instigation of the President, the Board shall be entitled to take resolutions by written procedure, providing no member of the Board lodges objection to said procedure.
- (3) The President shall be obliged to convene a Board meeting if at least one third of the members of the Board delivers written declaration to the President of their wish for such a meeting.
- (4) The Board shall decide by simple majority vote, unless otherwise stipulated by the present Charter. With a parity of votes, the vote of the President shall be determinant and in his absence, the vote cast by the Vice-President.

#### **§15 Personal Activity and Reimbursement of Expenditures**

Functions as a member of the council of management or a division chair are performed on a voluntary basis in principle. The General Assembly may at its discretion decide whether members of the council of management or division chairs shall be entitled to adequate wages. Reimbursement of expenditures will be permitted. No person shall be entitled to preferential treatment in the form of expenditure that is foreign to the purposes of the Federation or in the form of disproportionately high remuneration.

#### **§16 Management**

In case the Board members are not available for executing the managing activities of ILPS by themselves, the Board may decide to appoint an Executive Director. In coordination with the Board, the Executive Director shall be responsible for taking all suitable and necessary measures to fulfil corporate purposes. The Executive Director shall be subject to instructions from the Board and shall carry out the resolutions of the Board and of the General Assembly. Compensation / salary for the position of Executive Director shall be determined by the Board and reviewed on a yearly basis.

#### **§17 Duty to Impartiality and Secrecy**

The Board, divisions, and the Executive Director shall be committed to impartiality in carrying out their assignments for ILPS subject to the Charter. They shall maintain secrecy regarding business and operational secrets and other confidential matters of which they become aware due to their activities with ILPS. This commitment shall continue to apply even after termination of the involvement with ILPS.

#### **§18 Dissolution**

If it is resolved to dissolve ILPS or if tax privileges cease to apply, the General Assembly decides to which non-profit organisation the remaining assets are to be transferred.

Cologne, 26.09..2013