

Articles of Association of InGentibus e.V.

§ 1 Name and Registered Seat

The Association will bear the name „ InGentibus e.V.“. It has its registered seat in Bergisch Gladbach, Germany. The association shall be enrolled in the Register of Associations at the County Court Bergisch Gladbach.

§ 2 Aim of the InGentibus e.V.

The aim of InGentibus e.V. is to promote science and research. The particular aim of InGentibus e.V. is to promote research and development which contribute to social and cultural development, thus allowing human beings to conduct their life in dignity.

To this end it is necessary to reach better standards in health care, environmental protection, education and culture, as well as an economy contributing to the aims of society.

InGentibus e.V. considers the Information and Communication Technologies, as well as the Micro- and Nanotechnology to be key technologies to reach the above defined aims. This, however, does not mean an exclusive limitation to these technologies.

§ 3 Charitable Nature

InGentibus e.V. pursues exclusively and directly aims of charitable nature in the sense of the section “Steuerbegünstigte Zwecke” of the fiscal code.

The association acts selfless; it does not pursue in the first line commercial aims for its own benefit.

Funds of the association are to be used solely for purposes in accordance with these articles of association.

The members will not receive grants from the funds of the association. No person shall be benefited by expenditures which do not comply with the aim of the association or by disproportionate remunerations.

The foregoing notwithstanding, members of the association may receive reasonable compensation for expenditures, which they may have in connection with activities in the interest of InGentibus e.V. or reasonable compensation for performances which they render on initiative of the association.

§ 4 Membership

1. Founding members are:
 - 1.1. Gianfranco Berbenni, Padre ofm, via Pomponia Grecina 31, I - 00145 Roma, Italy
 - 1.2. Alessandra Briganti-Spremolla, Prof., Via Montezebio 4, I-00195 Roma, Italy
 - 1.3. Claudio Bergamini, Via Pirazzoli 4, I- 40026 Imola, Bologna, Italy
 - 1.4. Michael Bosco, Dr., Attn. Sherman & Sterling, Via Borgognona 47, 00187 Roma, Italy
 - 1.5. Caterina Rehm-Berbenni, Dr., Max-Bruch-Strasse 36A, 51465 Bergisch Gladbach, Germany
 - 1.6. Piero Ruvolo, Via Appia Nuova 894, 00178 Roma, Italy
 - 1.7. Günter Schmidt, Prof., Klippe 39B, 42555 Velbert, Germany
 - 1.8. Klaus Seyfried, Dr., Max-Planck-Strasse 39, D-51467 Bergisch Gladbach, Germany
2. Further members may be admitted upon application by decision of the board. Every unlimited legally competent person, whether natural or juridical, can be admitted as member of the association.
3. Membership fees will be determined by the body of members.

§ 5 Termination of Membership

1. The membership ends by death or, in case of juridical persons, by their dissolution, by withdrawal or by expulsion. The withdrawal from the association is possible at the end of a calendar year with 6 months notice of withdrawal.
2. The notice of withdrawal is to be directed in writing to the board.
3. The expulsion is only allowed for good reason. A majority of 2/3 of the members must agree.

§ 6 Rights of the Members

1. The members are entitled to take part in the meeting of members and to vote.
2. A member may be represented in voting by proxy, written authorisation of the proxy being required. Members represented by proxy are deemed to be participating in the meeting.

§ 7 Financial/Fiscal Year

The fiscal year begins on the 1st of January and ends on the 31st of December. In the year of establishment of the association, a short fiscal year will apply.

§ 8 Competent Bodies of the Association

Competent bodies of the InGentibus e.V. are:

1. the Board
2. the Body of members

By resolution of the body of members the association may establish further competent bodies e.g. a Scientific Advisory Council.

§ 9 Board

1. The board of InGentibus e.V. consists of the Chairman and the Deputy Chairman. The chairman and the deputy chairman are both authorized representatives of the association against third parties.
The deputy chairman is inter partes obligated against the association, to execute the executive function only in case of the inability of the chairman.
2. The chairman and the deputy chairman shall be elected for 2 years by the body of members. Re-election is permitted.
3. The board shall exercise their function after termination of their time of office, up to the designation of the successor.
4. Premature dismissal is only possible by the body of members and for good reason.
5. The board has the responsibility to manage the association according to its articles of association and to the decisions of the body of members, as well as to represent the association including representation at court.
6. The board is in particular obligated to submit to the body of members each year a statement of account and the treasurer's financial report.
7. The board may appoint an executive management for the day-to-day administration and to support the board in the fulfilment of its duties. The members of the executive management can be appointed as representatives of the association according to § 30 BGB. The board shall give the executive management rules of procedure.
8. Details will be laid down in rules of procedure of the board.

§ 10 Meeting of Members

1. The meeting of members determines the directives for the work of the association. In addition to this, it has in particular the following tasks:
 - a) Election of the board
 - b) Receipt of the statement of account and the treasurer's financial report
 - c) Decision about the formal approval of the actions of the board
 - d) Decision about the dismissal of a member
 - e) Decision about changes of the articles of association
 - f) Decision about the dissolution of the association
 - g) Decision about all other items in connection with the tasks and the organisation of the association as far as these are not comprised by the competence of other competent bodies in conformity with the articles of association.
2. A meeting of members shall be convened at least once a year. The invitation shall be sent in writing by the board to the members at least one month in advance, detailing the place, time and agenda of the meeting. A meeting of the members has to be also convened if the board or at least 1/3 of the members requests so.
3. The meeting of members will be chaired by the chairman of the board. Written minutes have to be made about each such meeting and to be sent to the members. If the rules of procedure of the board do not foresee a keeper of the minutes in general, he shall be elected 'ad hoc' by the meeting of members.
4. The agenda will be set up by the board taking into account timely proposals of members received by the board in good time. Proposals to change the articles of association must be annexed to the invitation letter in full wording. Application of members for changes of the articles of associations must be received by the board with such advance that the period of a month can be complied with.
5. The meeting of members constitutes a quorum if at least half of the members are attending. In case of lacking a quorum the board has to convene without delay a meeting of members with the same agenda; this meeting constitutes a quorum regardless of the number of members attending. This has to be indicated in the invitation.
6. The meeting decides with simple majority of the attending members.
7. Decision of the meeting about changes of the articles of association requires a majority of $\frac{3}{4}$ of the attending members.
8. Changes of the aims of the associations require a majority of $\frac{2}{3}$ of all members.
9. The decision about dissolution of the association requires a majority of $\frac{3}{4}$ of all members.

10. The body of members, at the request of the board, may also decide by written votes. In such case the unanimous agreement of all members is required. Decisions regarding the change of articles of association, the aim of association or the dissolution of the association cannot be made without meeting of the members.

§ 11 Dissolution of the Association

In case of dissolution of the association or in case of cessation of the aims which justify tax concession, the assets of the association shall pass over to

Deutsche Forschungsgemeinschaft e.V., 53170 Bonn

which shall use them immediately and exclusively for purposes of charitable nature according to its articles of association.

§ 14 Supplementary Provisions

As far as not contained in these articles of association, the provisions of §§ 21 ff. BGB shall apply supplementarily.

| The signatures of the Founding Members are attached hereto on the following pages:

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