

ARTICLES OF ASSOCIATION of Forschungsverbund Berlin e.V.

§ 1

Name and registered office and financial year

- (1) The name of the association is:

“Forschungsverbund Berlin e.V.”

The association is registered in the Register of Associations.

- (2) Registered office of the association is Berlin.
- (3) Financial year is the calendar year.

§ 2

Objects and duties

- (1) Forschungsverbund Berlin e.V. does exclusively and directly pursue public-benefit purposes within the meaning of the chapter "Tax-privileged purposes" of the German Fiscal Code (*Abgabenordnung*). The object of Forschungsverbund Berlin e.V. is the promotion of science and research. The objects of the Articles of Association are achieved, in particular, by carrying out scientific research projects. Forschungsverbund Berlin e.V. is the authority responsible for research institutes in Berlin, which are financed within the scope of the joint promotion of research by the Federal Republic of Germany and the *Laender* (states within the Federal Republic of Germany, in the singular *Land*) pursuant to Article 91b German Basic (*Constitutional*) Law (*Grundgesetz - GG*) and which -while preserving their scientific independence- pursue common interests within the scope of a uniform legal entity. The research institutes have a common administrative infrastructure (joint administration).

Currently, these institutes are:

- Ferdinand-Braun-Institut, Leibniz-Institut fuer Hoechstfrequenztechnik (FBH)
 - Leibniz Institute of Freshwater Ecology and Inland Fisheries (IGB)
 - Leibniz Institute for Crystal Growth (IKZ)
 - Leibniz-Forschungsinstitut fuer Molekulare Pharmakologie (FMP)
 - Leibniz Institute for Zoo and Wildlife Research (IZW)
 - Max Born Institute for Nonlinear Optics and Short Pulse Spectroscopy (MBI)
 - Paul Drude Institute for Solid State Electronics, Leibniz Institute in Forschungsverbund Berlin e.V. (PDI)
 - Weierstrass Institute for Applied Analysis and Stochastics, Leibniz Institute in Forschungsverbund Berlin e.V. (WIAS)
- (2) The research institutes do not have legal capacity.

The internal structure of a research institute is governed by the internal rules of that institute.

- (3) The funds of Forschungsverbund Berlin e.V. may be utilised only for objects in accordance with the Articles of Association. The members do not receive grants from the funds of Forschungsverbund Berlin e.V. No person may be favoured due to expenses, which contradict the objects of Forschungsverbund Berlin e.V., or due to a disproportionately high remuneration. Members, which cease to be members of the association, do not have any claim for the assets of Forschungsverbund Berlin e.V.
- (4) Forschungsverbund Berlin e.V. acts in an altruistic manner and does not primarily pursue own economic purposes.

§ 3 Financing

- (1) The financing is provided by means of grants of the *Land* Berlin, which are co-financed by the Federal Republic of Germany and the other *Laender* -in accordance with the apportionment formula- pursuant to the Administrative Agreement between the Federal and *Laender* Governments on the Establishment of a Joint Science Conference (GWK Agreement - *GWK-Abkommen*) of October 18, 2007, as amended, and pursuant to the respective Implementation agreement regarding the GWK Agreement with regard to the joint promotion of the member institutions of the scientific community Gottfried Wilhelm Leibniz e.V. (*AV WGL*) of October 27, 2008, as amended.
- (2) Within the scope of its tasks pursuant to § 2, Forschungsverbund Berlin e.V. may
 - raise donations and further grants, or
 - take on commissions, which are financed with funds of third parties.
- (3) There are no membership fees.

§ 4 Members

- (1) Members are:
 - a) the *Land* Berlin (*German state of Berlin*) und the Federal Republic of Germany, in each case represented by the competent departments;
 - b) the directors of the research institutes and the Managing Director upon the acceptance of their appointment. Their membership ceases to exist upon the loss of their position.
 - c) natural and legal persons, who are appointed -with their consent- in recognition of special merit by means of a resolution of the General Meeting as honorary members in an advisory capacity.
- (2) In addition to the cases stated in para. (1) b) sent. 2, the membership expires prematurely in case of death or of a notice of withdrawal as well as by means of a resolution of the General Meeting for good cause.
- (3) The withdrawal of the members pursuant to para. (1) a) and c) is permissible by giving written notice to the Executive Board with a notice period of three months with effect as of the end of the calendar year. The withdrawal of the members pursuant to para. (1) b) takes place by means of the renunciation of their position as head of the institute or as Managing Director.

§ 5 Bodies

- (1) The bodies of Forschungsverbund Berlin e.V. are
 - the General Meeting,
 - the Executive Board and
 - the Board of Trustees.
- (2) The bodies of the association may receive adequate remuneration.

§ 6 General Meeting

- (1) The adoption of a resolution of the General Meeting is required for
 - the admission of members pursuant to § 4 (1) c),
 - the acceptance and approval of the annual report of the Executive Board and of the annual financial statements as well as the acceptance of the resolution of the Board of Trustees on the discharge of the Executive Board,
 - adoption of and amendment to the Articles of Association as well as of/to the rules of procedure of the Executive Board,
 - the expulsion of a member for good cause,
 - the dissolution of Forschungsverbund Berlin e.V.
- (2) The ordinary General Meeting is convened by the Executive Board in writing at least once every year. The invitation together with the agenda shall have been received by the members at least four weeks prior to the meeting. The General Meeting elects a chairperson, her/his deputy chairperson and a keeper of the minutes.
- (3) The Executive Board may convene extraordinary General Meetings. Provided that this is requested by at least one fifth of the members, the Executive Board has to convene extraordinary General Meetings.
- (4) The General Meeting constitutes a quorum if at least two thirds of the members as well as the Federal Republic of Germany and the *Land* are present or, respectively, represented. Members may choose to be represented by proxy.
- (5) As a general rule, resolutions are adopted by the simple majority of the votes cast. Each member has one vote. Resolutions have to be minuted and have to be signed by the chairperson of the meeting and the keeper of the minutes. Provided that none of the members objects to such a procedure immediately, resolutions may be adopted in a written procedure.
- (6) Resolutions of the General Meeting on
 - the acceptance of the annual financial statements
 - amendments to the Articles of Association
 - the dissolution of Forschungsverbund Berlin e.V.

may be adopted only by a majority of two thirds of the votes cast and not without the approving votes of the representatives of the Federal Republic of Germany and of the *Land*.

§ 7

Executive Board

- (1) The Executive Board comprises the scientific heads of the institutes (cf. § 8) of Forschungsverbund Berlin e.V. and the Managing Director (cf. § 9).
- (2) The Executive Board manages the day-to-day business of the association. The Executive Board is bound by the resolutions of the General Meeting and of the Board of Trustees and has to report to them. Details, in particular with regard to the allocation of responsibilities -to the extent not already laid down in these Articles of Association-, are laid down in rules of procedure to be adopted by the General Meeting by means of a resolution. The association is represented, in court and out of court, by the Managing Director jointly with the
 - respective scientific head of the institute in case of transactions, which are specific to that institute,
 - spokesperson of the Executive Board or her/his deputy with regard to all other matters.
- (3) The spokesperson of the Executive Board, her/his deputy and the Managing Director jointly constitute the Presidium of the Executive Board. It supports the spokesperson of the Executive Board with regard to the presentation and representation of common and general cross-institute interests of the Forschungsverbund and ensures a trusting co-operation within the Executive Board.

It ensures that the directors of the institutes are informed about all material matters of the entire Forschungsverbund, prepares joint discussions of Executive Board, General Meeting and Board of Trustees, supports the chairperson of the Board of Trustees with regard to the performance of her/his tasks. It puts together any documents, reports and proof to be submitted by the Executive Board and convenes General Meetings and Executive Board meetings.

§ 8

Leadership of the institutes

- (1) As a general rule, the scientific heads of the institutes are appointed -provided that the requirements with regard to the position and the budget are fulfilled- by the Board of Trustees jointly with a university for a term of five years. Their title is director. Their reappointment is permissible.
- (2) The directors are responsible for the drawing up, the further development and the implementation of the research programme of their institute. In co-operation with the Managing Director of Forschungsverbund Berlin, the directors are responsible for drawing up the programme budgets of the institute and within the scope thereof for the control of and the rendering accounts with regard to the transactions of the Forschungsverbund, which are specific to the institute. Details are laid down in the rules of procedure of the Executive Board (§7 para. 2) and in the respective internal rules of the institute.
- (3) The directors elect the spokesperson of the Executive Board and her/his deputy -in each case for a term of two years- from amongst their group. Re-election is permissible. In the event that an institute has more than one director, only the managing director is -as head of the institute- entitled to vote in the Executive Board.

§ 9 Managing Director

- (1) The Managing Director is responsible, in particular, for the administrative management of the research institutes. The Managing Director manages the joint administration, which comprises the institute administrations and the Common Administration, and is the commissioner for the budgets of the research institutes and of Forschungsverbund Berlin e.V.
- (2) The Managing Director shall be qualified to hold a position in the higher public administrative service (*Befähigung zum höheren Verwaltungsdienst*). The Managing Director is appointed by the Board of Trustees in consultation with the scientific heads of the institutes for a term of five years. Reappointments are permissible.

§ 10 Composition of the Board of Trustees

- (1) The Board of Trustees comprises:
 - a) a representative of that senate department of the Senate of Berlin, which is responsible for research,
 - b) a representative of that ministry of the Federal Republic of Germany, which is responsible for research,
 - c) a scientific representative to be designated jointly by the Freie Universitaet Berlin, the Technische Universitaet Berlin and the Humboldt-Universitaet zu Berlin,
 - d) four scientific members, who are designated by the Federal Republic of Germany and the *Land* in consultation with the Executive Board and who are not members of any institution in Berlin,
 - e) up to three figures from the business sector, who are designated by the Federal Republic of Germany and the *Land* in consultation with the Executive Board.
- (2) Provided that nothing to the contrary is resolved by the Board of Trustees in the individual case, the spokesperson of the Executive Board and the Managing Director as well as the chairpersons of the scientific advisory boards of the institutes take part in the meetings of the Board of Trustees in an advisory capacity.
- (3) The membership of c, d, and e in the Board of Trustees lasts for a term of four years. A single, immediately consecutive re-appointment is permissible. After the expiry of their term, the members of the Board of Trustees remain in office until their successors are determined. They may be dismissed early for good cause.
- (4) The representative of the *Land* Berlin is the chairperson. The representative of the Federal Republic of Germany is the deputy chairperson.
- (5) The Board of Trustees meets at least once a year and is convened by its chairperson. Rules governing the proceedings of the Board of Trustees and of the committees are laid down in rules of procedure.

§ 11 Duties of the Board of Trustees

- (1) Provided that they are not reserved to the General Meeting, the Board of Trustees is responsible for supervising all material science policy, programme-related and economic matters of the Forschungsverbund.

As a general rule, supervisory decisions, which concern individual institutes, are prepared in committees. Further details are laid down in § 12. Provided that rights pursuant to § 11 para. 4 of the persons providing grants are not affected, the Board of Trustees may delegate certain types of legal transactions and matters to committees in order for them to adopt a final resolution in this regard. It is the responsibility of the committees, to inform the Board of Trustees immediately. At the request of a committee member (§ 12 para. 2), of the director of the institute or of the Managing Director, a decision of the Board of Trustees has to be brought about.

- (2) The supervision comprises resolutions, in particular, on
- a) the programme budgets of the institutes;
 - b) the financial plan of the association to be submitted annually, the annual financial statements, the acceptance of the annual report as well as the discharge of the Executive Board;
 - c) the admission and dismissal of research institutes of the Forschungsverbund;
 - d) the appointment of the members of the scientific advisory boards;
 - e) the appointment or revocation of the appointment of the directors of the research institutes, of the Managing Director as well as of the executive scientists (pay grade W2/W3); further details are laid down in the Guideline on joint appointment procedures of the institutes in the Forschungsverbund Berlin (*Leitlinie fuer gemeinsame Berufungsverfahren der Institute im Forschungsverbund Berlin*).
 - f) principles for appointment procedures and for the co-operation with the universities;
 - g) principles for the control of success and for strategies regarding the implementation of research results.
- (3) The approval of the Board of Trustees is required for
- a) amendments to the Articles of Association of Forschungsverbund Berlin e.V. as well as to the internal rules of the institutes (*Institutsordnungen*);
 - b) amendments to the rules of procedure of Forschungsverbund Berlin e.V.;
 - c) legal transactions beyond the scope of the day-to-day business or measures, which impose obligations on Forschungsverbund Berlin e.V. exceeding one year in duration, which relate to participations or which may affect the standing of Forschungsverbund Berlin e.V. in a sustainable manner;
 - d) other material organisational changes.
- (4) Resolutions of importance to research and science policy, resolutions with substantial financial effects or with regard to managerial personnel of the institutes pursuant to para. 2 e) cannot be adopted without the approving vote of the representative of the Land Berlin or of the Federal Republic of Germany.
- (5) In individual cases of special urgency, the approval of the chairperson and the deputy chairperson will suffice. They inform the Board of Trustees as well as the Executive Board immediately.

- (6) The Board of Trustees constitutes a quorum if at least half of the members -including the representatives of the *Land* Berlin and of the Federal Republic of Germany- are present. Resolutions pursuant to § 11 para. 3 require a majority of two thirds of the votes cast. Each member has one vote. Abstentions and invalid votes are not taken into account in the determination of the majority. Votes are taken by open ballot unless at least one member of the Board of Trustees requires a secret ballot.
- (7) Provided that none of the members of the Board of Trustees objects to the circulation process within a period of five working days, the Board of Trustees may also decide without a meeting of the members by means of a written resolution procedure (circulation process). The written resolution procedure may also be carried out in electronic form. Para. 6 sent. 1 to 4 are to be applied *mutatis mutandis*.
- (8) For the purpose of the decision by written procedure, the chairperson sends the resolution proposals to the members. The date of the dispatch has to be noted down on the resolution proposal. Members shall make a statement not later than fourteen calendar days from the dispatch of the resolution proposal. In the event that a member does not make a statement within this period, this is regarded as abstention; this does not affect resolutions pursuant to § 11 para. 4.
- (9) The members of the Board of Trustees have to be notified of the result of the ballot taken by written procedure in a timely manner, not later than until the next meeting of the Board of Trustees. The result has to be recorded in the minutes of the next meeting.

§ 12

Committees of the Board of Trustees

- (1) In order to prepare the supervisory decisions of the Board of Trustees stated in § 11 para. (1) sent. 2, institute committees are established. As a general rule, these institute committees comprise representatives of the Federal Republic of Germany and of the *Land* as well as always the chairperson of the respective scientific advisory board. The director of the institute and the Managing Director of the Forschungsverbund take part as guests.
- (2) In order to prepare its resolutions with regard to the annual financial statements of Forschungsverbund Berlin e.V., the Board of Trustees establishes a committee. This committee comprises representatives of the *Land* Berlin and of the Federal Republic of Germany as well as at least one further member with expert knowledge. The Managing Director of the Forschungsverbund and the auditor(s) take part as guests. If required, the committee may resolve to invite further guests with expert knowledge without a right to vote.
- (3) The Board of Trustees may establish further specialised committees. The Board of Trustees adopts a resolution on the composition.

§ 13

Annual financial statements

- (1) Immediately after the expiry of each financial year, the Managing Director has to prepare the annual financial statements (balance sheet, income statement) and has to explain the annual financial statements by means of a business report.

- (2) Immediately after the preparation of the annual financial statements, the expert auditor determined by the Board of Trustees has to be commissioned by the chairperson of the Board of Trustees to audit the annual financial statements and to examine the orderliness and economic efficiency of the management (§ 53 para. 1 No. 1 German Act on the Principles of Federation and Laender Budgetary Law (*Haushaltsgrundsatzgesetz - HGrG*)) and to supplement the report pursuant to § 53 para. 1 No. 2 HGrG. The Managing Director has to provide the Board of Trustees immediately with a copy signed in a legally binding manner of the annual financial statements and of the business report together with the auditor's report and together with a written statement of opinion and with information about the measures taken or intended to be taken to remedy any defects.
- (3) The right of the Federal Republic of Germany and of the *Land* to examine the utilisation of the grants made by them remains unaffected.

§ 14 Annual report

The Executive Board submits an annual report to the Board of Trustees, which consists of a report of the spokesperson regarding the development of Forschungsverbund Berlin e.V. and its research institutes, which summarises the reports of the directors regarding the activities of their institutes, and of the business report.

§ 15 Dissolution

In case of the loss of the legal capacity or in the event that the objects of Forschungsverbund Berlin e.V. stated in § 2 cease to exist, Forschungsverbund Berlin e.V. may be dissolved by means of a resolution of the General Meeting. In case of a dissolution or in the event that the tax-privileged purposes cease to exist, the real estate provided by the *Land* has to be returned to the *Land*, with the proviso that compensation has to be granted for the increases in value co-financed by the Federal Republic of Germany. Apart from that, the assets of Forschungsverbund Berlin e.V. devolve upon the Federal Republic of Germany and the *Land* in proportion to the financial contributions made by them, which have to utilise these assets directly and exclusively for public-benefit purposes.

§ 16 Entry into force

The foregoing Articles of Association enter into force with effect as of November 5, 2014.

The Articles of Association have been amended at the ordinary General Meeting in Berlin on November 30, 2005.

The registration in the Register of Associations took place on September 20, 2006.

The Articles of Association have been amended at the ordinary General Meeting in Berlin on January 23, 2008.

The registration in the Register of Associations took place on May 6, 2008.

The Articles of Association have been amended at the ordinary General Meeting in Berlin on October 14, 2009 and on November 10, 2010.

The registration in the Register of Associations took place on October 13, 2011.

The Articles of Association have been amended at the ordinary General Meeting in Berlin on November 3, 2011.

The registration in the Register of Associations took place on July 18, 2012.

The Articles of Association have been amended at the ordinary General Meeting in Berlin on May 11, 2012.

The registration in the Register of Associations took place on November 7, 2012.

The Articles of Association have been revised totally at the ordinary General Meeting in Berlin on November 5, 2014. (Therefore, the Articles of Association of September 1, 1998, ceased to be in force.)

The registration in the Register of Associations took place on November 18, 2015.

The Articles of Association have been amended at the ordinary General Meeting in Berlin on June 15, 2016.

The registration in the Register of Associations took place on April 19, 2017.