

[Translator's note: This is the English translation of an original German legal text. In the event of a discrepancy, the German text is legally binding.]

Statutes of the Forschungsverbund Berlin e.V.

Section 1 Name and Registered Office; Financial Year

(1) The name of the association is the:

“Forschungsverbund Berlin e.V.”

The association is registered in the Register of Associations.

(2) The registered office of the association is Berlin.

(3) The financial year is the calendar year.

Section 2 Purpose and Duties

(1) The Forschungsverbund Berlin e.V. exclusively and directly pursues non-profit purposes within the meaning of the chapter on “Tax-privileged purposes” of the German Fiscal Code (*Abgabenordnung – AO*). The purpose of the Forschungsverbund Berlin e.V. is to promote science and research. The purpose of the Statutes is achieved, in particular, by carrying out scientific research projects. The Forschungsverbund Berlin e.V. is the association responsible for research institutes in Berlin that are funded by the Federal Government and the *Länder* (federal states) in the context of the joint promotion of research pursuant to Article 91b of the German Basic Law (*Grundgesetz – GG*) and that pursue common interests, while maintaining their scientific independence, within the framework of a single legal entity. The research institutes have a common administrative infrastructure (*Verbund Administration*).

Currently, these institutes are:

- Leibniz Institute of Freshwater Ecology and Inland Fisheries (IGB)
- Leibniz-Institut für Kristallzüchtung (IKZ)
- Leibniz-Forschungsinstitut für Molekulare Pharmakologie (FMP)
- Leibniz Institute for Zoo and Wildlife Research (IZW)
- Max Born Institute for Nonlinear Optics and Short Pulse Spectroscopy (MBI)
- Paul-Drude-Institut für Festkörperelektronik, Leibniz-Institut im Forschungsverbund Berlin e.V. (PDI)
- Weierstrass Institute for Applied Analysis and Stochastics, Leibniz Institute in the Forschungsverbund Berlin e.V. (WIAS)

(2) The research institutes have no legal personality. The research institutes defend their interests in the association by means of their representation, in particular in the General Assembly and the Executive Board. The internal structure of a research institute is governed by its Institute Regulations.

- (3) The funds of the Forschungsverbund Berlin e.V. may only be utilized for purposes in accordance with the Statutes. The members do not receive any grants from the funds of the Forschungsverbund Berlin e.V. No person may be favored by expenses that are alien to the purpose of the Forschungsverbund Berlin e.V. or by disproportionately high remuneration. Departing members shall have no claim on the assets of the Forschungsverbund Berlin e.V.
- (4) The Forschungsverbund Berlin e.V. is a non-profit organization and does not primarily pursue its own economic interests.

Section 3 Funding

- (1) Funding is provided by grants from the *Land* (federal state) of Berlin; these grants are co-financed according to the funding ratio by the Federal Government and the other *Länder* in accordance with the Administrative Agreement between the Federal and *Länder* Governments on the Establishment of a Joint Science Conference (GWK Agreement) of October 18, 2007, as amended from time to time, and the corresponding Implementation Agreement to the GWK Agreement concerning the Joint Funding of the Member Institutions of the Gottfried Wilhelm Leibniz Science Association (AV WGL) of October 27, 2008, as amended from time to time.
- (2) The Forschungsverbund Berlin e.V. may, within the scope of its tasks pursuant to Section 2,
 - raise funds and other grants, or
 - take on contracts funded by third parties.
- (3) There are no membership fees.
- (4) The association shall not have the power to take up or grant any bonds or loans or to assume any guarantees, warranties or other assumptions of liability.

Section 4 Members

- (1) The members are:
 - a) the *Land* of Berlin and 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 acceptance of their appointment. Upon the loss of their position, their membership shall cease. Where a research institute has more than one Director, only the Executive Director of the research institute is a member.
 - c) natural and legal persons who, with their consent, may be appointed Honorary Members in an advisory capacity by resolution of the General Assembly in recognition of special merit.
- (2) In addition to the cases referred to in the second sentence of paragraph (1)(b), membership shall cease prematurely on death or resignation, or by resolution of the General Assembly for good cause.
- (3) Members may resign in accordance with paragraph (1)(a) and (c) by giving three months' written notice to the Executive Board with effect from the end of the calendar year. The resignation of members referred to in paragraph (1)(b) shall be by relinquishing their position as Director or Managing Director.

Section 5 Bodies

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

Section 6 General Assembly

- (1) The General Assembly decides on
 - the admission of members pursuant to Section 4(1)(c),
 - the adoption and amendment of the Statutes and of the rules of procedure of the Executive Board,
 - exclusion of a member for good cause,
 - the dissolution of the Forschungsverbund Berlin e.V.

It notes the adoption of the annual financial statements by the Board of Trustees and the decision to grant discharge to the Executive Board.

- (2) The Ordinary General Assembly shall be convened at least once a year by the Executive Board. It may be held by means of digital communication. There is no right to object. The invitation shall be made in text form, and should be received by the members, together with the agenda, at least four weeks before the assembly. The General Assembly elects a Chair, a Deputy Chair, and a Secretary.
- (3) The Executive Board may convene Extraordinary General Assemblies. At the request of at least one-fifth of the members, the Executive Board shall convene an Extraordinary General Assembly.
- (4) The General Assembly constitutes a quorum if at least two-thirds of the members as well as the Federal Government and the *Land* participate or are represented. Members in accordance with Section 4(1) Sentence 1 (b) may be represented by persons who are active in the Forschungsverbund Berlin e.V. The proxy shall be given in text form and recorded in the minutes.
- (5) The minutes of the General Assembly shall be drawn up immediately, and signed by the Chair and the Secretary. The minutes shall record the time and place of the meeting, the members present, any resolutions, including the results of voting, and the main results of the points of discussion.
- (6) Resolutions shall be adopted by a simple majority of the votes cast, unless otherwise provided in these Statutes. Each member has one vote. Resolutions and elections may also be held without a meeting in text form or by means of an electronic voting system that meets the requirements for legally secure resolutions or elections, provided that no member immediately objects.

- (7) Resolutions of the General Assembly on
- amendments to the Statutes and
 - the dissolution of the Forschungsverbund Berlin e.V.

may be adopted only by a two-thirds majority of the votes cast and shall require the approval of the representatives of the Federal Government and of the *Land*.

Section 7 Executive Board

- (1) The Executive Board comprises the Directors of the research institutes (cf. Section 8) of the Forschungsverbund Berlin e.V. and the Managing Director (cf. Section 9).
- (2) The Directors shall elect from among their number a Chair of the Executive Board and a Deputy Chair, each for a period of two years. They may be re-elected. Where a research institute has more than one Director, only the Executive Director of the research institute shall be entitled to vote on the Executive Board.
- (3) The Executive Board manages the day-to-day business of the association. The Executive Board is bound by the resolutions of the General Assembly and the Board of Trustees, and shall report to them. The provisions of the second and third sentences of Section 6(2) and of Section 6(6) shall apply mutatis mutandis. The time limits are laid down in the rules of procedure. The details, in particular with regard to the allocation of responsibilities, are laid down in rules of procedure to be adopted by resolution of the General Assembly, unless already laid down in these Statutes. The association shall be represented in and out of court by the Managing Director or their deputy, together with the
- respective Executive Director or their deputy in the case of transactions specific to that research institute,
 - and in all other matters by the Spokesperson for the Executive Board or Deputy Spokesperson for the Executive Board.

The Executive Committee may grant powers of attorney accordingly. The details are laid down in the rules of procedure. Resolutions with financial consequences may not be taken against the vote of the Managing Director.

- (4) The Executive Board is quorate if at least four research institutes and the Managing Director participate or are represented with voting rights. Members of the Executive Board may be represented by persons who are active in the Forschungsverbund Berlin e.V. The proxy shall be given in text form and recorded in the minutes.
- (5) The Spokesperson for the Executive Board, the Deputy Spokesperson for the Executive Board, and the Managing Director together form the Executive Committee. The Executive Committee supports the Spokesperson for the Executive Board in presenting and representing the common and general cross-institute interests of the Forschungsverbund Berlin e.V. and ensures a trusting working relationship within the Executive Board. The Executive Committee ensures that the Directors are informed about all important matters of the entire Forschungsverbund Berlin e.V.; prepares the joint discussions of the Executive Board, the General Assembly, and the Board of Trustees; and supports the Chair of the Board of Trustees in the performance of her or his duties. The Executive Committee shall prepare the documents, reports, and records to be submitted by the Executive Board and shall issue invitations to General Assemblies and Executive Board meetings.

Section 8 Directors

- (1) The scientific directors of the research institutes are appointed by the Board of Trustees – provided that the position and budget requirements are met – usually in joint appointments with a higher education institution for a period of five years. Their title is Director. Directors may be reappointed. Where a research institute has more than one Director, the Institute Regulations shall govern the appointment of the Executive Director.
- (2) The Directors are responsible for establishing, developing, and implementing the research program of their respective research institute. In cooperation with the Managing Director of the Forschungsverbund Berlin e.V., the Directors are responsible for preparing the research institute's program budgets and, within these budgets, for controlling and accounting for the transactions of the Forschungsverbund Berlin e.V. that are specific to the institute. The details are laid down in the rules of procedure of the Executive Board (Section 7(3)) and the respective Institute Regulations.

Section 9 Managing Director

- (1) The Managing Director is responsible, in particular, for the administrative management of the research institutes. The Managing Director manages the *Verbund* Administration, which comprises the institute administrations and the Joint Administration, and is responsible for the research institutes' program budgets and the business plan of the Forschungsverbund Berlin e.V. The Managing Director is responsible for the preparation of the financial planning documents and the draft business plan (estimates), as well as the implementation of the business plan. In other respects, the Managing Director must be involved in all activities of financial significance. She or he may delegate tasks in the implementation of the business plan.
- (2) The Managing Director must be a person who, on the basis of several years of responsible professional activity, in particular in science, business, administration or the judiciary, can be expected to be able to cope with the tasks of the office; she or he should have a university degree. The Managing Director is appointed by the Board of Trustees, in consultation with the Directors of the research institutes, for a term of five years. She or he may be reappointed.
- (3) The Managing Director shall be represented within the Forschungsverbund Berlin e.V. by a senior staff member if she or he is prevented from exercising her or his duties for an important reason. Paragraph 2 shall apply *mutatis mutandis* to the Deputy.

Section 10 Composition of the Board of Trustees

- (1) The Board of Trustees comprises:
 - a) a representative of the Berlin Senate Department responsible for research,
 - b) a representative of the Federal Government ministry responsible for research,
 - c) a scientific representative to be designated jointly by Freie Universität Berlin, Technische Universität Berlin and Humboldt-Universität zu Berlin,
 - d) four scientific members of the Board of Trustees, who are designated by the Federal Government 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 Government and the *Land* in consultation with the Executive Board.
- (2) Unless otherwise decided by the Board of Trustees in individual cases, the Spokesperson for the Executive Board and the Managing Director as well as the Chair of the Scientific Advisory Board of each research institute shall attend the meetings of the Board of Trustees in an advisory capacity.
- (3) Membership of the Board of Trustees pursuant to paragraph 1(c), (d), and (e) shall be for a term of four years. Reappointment is permitted once, immediately thereafter. Upon the expiration of their appointment, members of the Board of Trustees shall continue in office until their successors are appointed. They may be recalled early for good cause.
- (4) The representative of the *Land* of Berlin acts as the Chair. The representative of the Federal Government acts as the Deputy Chair.
- (5) The Board of Trustees meets at least once a year and is convened by its Chair. The Board of Trustees shall adopt its own rules of procedure governing the proceedings of the Board of Trustees and its committees.
- (6) The composition and activities of the Board of Trustees are governed by the rules of the Berlin Corporate Governance Code as amended from time to time.

Section 11 Duties of the Board of Trustees

- (1) The Board of Trustees supervises the work of the Executive Board. Supervisory decisions affecting individual research institutes are generally prepared in committees. Further details are provided in Section 12. Provided that the rights of the funding agencies under Section 11(4) are not affected, the Board of Trustees may delegate certain types of legal transactions and matters to committees for final resolution. It is the responsibility of the committees to report promptly to the Board of Trustees. A decision of the Board of Trustees shall be obtained at the request of any committee member (Section 12(2)), the Director, or the Managing Director.
- (2) The Board of Trustees shall, in particular, decide on
 - a) the research institutes' program budgets;
 - b) the financial plan of the association to be submitted annually, the adoption of the annual financial statements, the acceptance of the annual report, and the discharge of the Executive Board;
 - c) the admission and dismissal of research institutes of the Forschungsverbund Berlin e.V.;
 - d) the appointment of members of the Scientific Advisory Boards;
 - e) the appointment or dismissal of the Directors of the research institutes, the Managing Director, and senior scientists (salary brackets W2/W3); further details are laid down in the Guidelines for Joint Appointment Procedures of the Research Institutes of the Forschungsverbund Berlin e.V. (*Leitlinie für gemeinsame Berufungsverfahren der Forschungsinstitute im Forschungsverbund Berlin e.V.*).
 - f) principles for appointment procedures and for cooperation with universities;
 - g) principles for monitoring success and for strategies for implementing research results.

- (3) The approval of the Board of Trustees is required for
 - a) amendments to the Statutes of the Forschungsverbund Berlin e.V. and the Institute Regulations;
 - b) amendments to the rules of procedure of the Forschungsverbund Berlin e.V.;
 - c) legal transactions beyond the scope of day-to-day business or measures that impose obligations on the Forschungsverbund Berlin e.V. for a period of more than one year, that relate to participations or that could have a lasting effect on the standing of the Forschungsverbund Berlin e.V.;
 - d) other important organizational changes.
- (4) Resolutions that are important for research and science policy, that have significant financial consequences, or that affect the executive staff of the research institutes pursuant to paragraph (2)(e) may not be adopted without the concurring vote of the representative of the *Land* of Berlin or the Federal Government.
- (5) In individual cases of special urgency, the approval of the Chair and the Deputy Chair shall suffice. They shall immediately notify the Board of Trustees and the Executive Board.
- (6) The Board of Trustees constitutes a quorum if at least half of the members of the Board of Trustees – including the representatives of the *Land* of Berlin and the Federal Government – participate. Members of the Board of Trustees may delegate their voting rights to other members of the Board of Trustees, provided that no one member of the Board of Trustees has more than two votes. They may not be represented by third parties. The proxy shall be given in text form and recorded in the minutes. Resolutions pursuant to Section 11(3) shall require a two-thirds majority of the votes cast. Each member of the Board of Trustees has one vote. Abstentions and invalid votes are not counted in determining the majority. Voting shall be by open ballot unless at least one member of the Board of Trustees requests a secret ballot.
- (7) The provisions of the second and third sentences of Section 6(2), Section 6(6), and Section 11(6) shall apply mutatis mutandis.
- (8) For the purpose of resolution by written procedure, the Chair shall send proposed resolutions to the members of the Board of Trustees. The date of mailing shall be noted on the proposed resolution. The members of the Board of Trustees shall give their opinion within fourteen calendar days from the date of dispatch of the proposed resolution. If a member of the Board of Trustees fails to give an opinion within this period, she or he shall be deemed to have abstained from voting; this shall not apply to resolutions pursuant to Section 11(4).
- (9) The members of the Board of Trustees shall be notified in writing of the results of the ballot by written procedure in a timely manner and no later than the next meeting of the Board of Trustees. The result shall be recorded in the minutes of the next meeting.

Section 12 Committees of the Board of Trustees

- (1) Institutes' committees shall be established to prepare the supervisory decisions of the Board of Trustees referred to in the second sentence of Section 11(1). These institutes' committees comprise representatives of the Berlin Senate Department responsible for research and of the Federal Government ministry responsible for research, and the Chair of the respective Scientific Advisory Board. The committee is chaired by the *Land* of Berlin. The Director and the Managing Director of the Forschungsverbund Berlin e.V. attend as guests. The institutes' committees shall, in particular, decide on recommendations for decisions by the Board of Trustees on the program

budget pursuant to Section 11(2)(a), on the appointment of members of the Scientific Advisory Boards pursuant to Section 11(2)(d), and on the appointment or dismissal of the Directors and senior scientists of the research institute pursuant to Section 11(2)(e).

- (2) The Board of Trustees appoints a committee to prepare its resolutions regarding the annual financial statements of the Forschungsverbund Berlin e.V. This committee comprises representatives of the Berlin Senate Department responsible for research and of the Federal Government ministry responsible for research, as well as at least one further member with expert knowledge. The Managing Director of the Forschungsverbund Berlin e.V. and the auditor attend 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 other specialized committees on an ad hoc basis. The Board of Trustees shall adopt a resolution on the composition.
- (4) The provisions of the second and third sentences of Section 6(2) and of Section 6(6) shall apply mutatis mutandis.

Section 13 Annual Financial Statements

- (1) Immediately after the end of each financial year, the Managing Director shall prepare the annual financial statements (balance sheet, profit and loss account) in accordance with Book 3 of the German Commercial Code (*Handelsgesetzbuch – HGB*) for large corporations, taking into account the provisions and special features of association law, and shall explain the annual financial statements in a business report.
- (2) Immediately after the preparation of the annual financial statements, the expert auditor appointed by the Board of Trustees shall be commissioned by the Chair of the Board of Trustees to audit the annual financial statements and to examine the regularity and sound financial management of the association's management (Section 53(1) No. 1 of the German Budgetary Principles Act (*Haushaltsgrundsätze-gesetz – HGrG*)) and to supplement the report pursuant to Section 53(1) No. 2 HGrG. The Managing Director shall promptly submit to the Board of Trustees a legally binding signed copy of the annual financial statements and the business report, together with the auditor's report and a written statement of the Managing Director's opinion and of the action taken or to be taken to remedy any deficiencies.
- (3) The right of the Federal Government and the *Land* to audit the use of the grants they award remains unaffected.
- (4) The voluntary preparation of the annual financial statements pursuant to sentence 1 expressly does not include the preparation of a sustainability report in accordance with the commercial law requirements for large corporations and the statutory obligations to be fulfilled in this context. Decisions of the Executive Board regarding sustainability reporting require the approval of the Board of Trustees.

Section 14 Annual Report

The Executive Board shall submit an annual report to the Board of Trustees, consisting of a report by the Spokesperson for the Executive Board on the development of the Forschungsverbund Berlin e.V. and its research institutes, summarizing the reports by the Directors on the activities of their institutes, and the business report.

Section 15 Confidentiality

- (1) Members of the bodies are required to maintain the confidentiality of confidential information, reports, and discussions that come to their attention through their work in that body.
- (2) The members of the Board of Trustees pursuant to Section 10(1) Nos 1 and 2 shall not be subject to any duty of confidentiality with respect to the reports they are required to make to their sending body. This does not apply to confidential information and secrets of the association, namely business and trade secrets, if their knowledge is not relevant for the purpose of the reports.

Section 16 Dissolution

The Forschungsverbund Berlin e.V. may be dissolved by resolution of the General Assembly in the event of the loss of its legal capacity or in the event that the tasks of the Forschungsverbund Berlin e.V. specified in Section 2 cease to exist. In the event of dissolution or if the tax-privileged purposes cease to exist, the real estate made available by the *Land* is to be returned to the *Land*, with the proviso that compensation is to be granted for the increase in value co-financed by the Federal Government. For the rest, the assets of the Forschungsverbund Berlin e.V. shall revert to the Federal Government and the *Land* in proportion to their financial contributions and shall be used directly and exclusively for charitable purposes.

Section 17 Entry into Force

The foregoing Statutes shall be effective as of April 1, 2025.

The Statutes were amended at the Ordinary General Assembly in Berlin on November 30, 2005.

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

The Statutes were amended at the Ordinary General Assembly in Berlin on January 23, 2008.

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

The Statutes were amended at the Ordinary General Assembly 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 Statutes were amended at the Ordinary General Assembly in Berlin on November 3, 2011.

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

The Statutes were amended at the Ordinary General Assembly in Berlin on May 11, 2012.

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

The Statutes were completely revised at the Ordinary General Assembly in Berlin on November 5, 2014. (

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

The Statutes were amended at the Ordinary General Assembly in Berlin on June 15, 2016.

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

The Statutes were amended at the Ordinary General Assembly in Berlin on November 27, 2020.

The registration in the Register of Associations took place on February 3, 2021.

The Statutes were revised by the General Assembly by circulation procedure on September 4, 2023.

The registration in the Register of Associations took place on April 3, 2024.

The Statutes were amended at the Ordinary General Assembly in Berlin on December 12, 2024.

The registration in the Register of Associations took place on April 1, 2025.