

# Statute of the Civil Law Foundation "Leibniz-Institut für Astrophysik Potsdam (AIP)"

*(Leibniz Institute for Astrophysics Potsdam (AIP))*

## Preamble

Under the name of "Leibniz-Institut für Astrophysik Potsdam (AIP)" (*Leibniz Institute for Astrophysics Potsdam (AIP)*) the federal state of Brandenburg (Germany), represented by the Minister<sup>1</sup> for Science, Research and the Arts, established an independent foundation legally incorporated under civil law having its seat in Potsdam and adopting the following statute:

## § 1

### Legal Form, Seat

- (1) The foundation's name is "Leibniz-Institut für Astrophysik Potsdam (AIP)".
- (2) It is a foundation legally incorporated under civil law.
- (3) The seat of the foundation is in Potsdam (Germany).

## § 2

### Purpose of the Foundation

- (1) The statute's purpose (purpose of the foundation) is scientific research in the field of astrophysics.
- (2) The foundation may assume additional tasks related to the foundation's purpose, in particular those of initial and continued training.

---

<sup>1</sup> For the sake of comprehension and clarity, we will not use both the male and female forms in the following text. All personal nouns and pronouns used in this text therefore also apply in their female form.

### § 3

#### **Publishing, Technology and Knowledge Transfer**

As a matter of principle, results of research carried out by the foundation will be made public. They will either be published or made available to the general public in another form. This includes technology transfer and transfer of new scientific knowledge.

### § 4

#### **Non-Profit Organisation**

- (1) The foundation pursues exclusively and directly charitable purposes, particularly scientific purposes, within the meaning of the section "tax-privileged purposes" of the German Fiscal Code (*Abgabenordnung*).
- (2) All activities undertaken by the foundation are selfless. The foundation shall not pursue primarily its own economic benefit. Any funds of the foundation may only be used for statutory purposes. The foundation may not grant favours to any person by means of expenditure which is contrary to the statute or by paying an unreasonably high remuneration.

### § 5

#### **Assets of the Foundation**

- (1) The assets of the foundation comprise real estate and equipment granted to the foundation pursuant to an Administration Agreement concluded between the Federal Republic of Germany and the federal state of Brandenburg on December 17, 1991.
- (2) The foundation's assets can be increased by endowments (funds, rights and other items) from budget resources of the federal state of Brandenburg and the Federal Republic of Germany and donations of sponsors of the foundation.

If donations are not dedicated explicitly for assets, then they must be used exclusively and directly for the purposes specified in § 2.

## § 6

### The Foundation's Budget

- (1) The budget of the foundation is prepared and managed according to the federal state's budgetary provisions. For each financial year, the foundation sets up a financial plan (*Wirtschaftsplan*) in the form of a programme budget (*Programmbudget*) that corresponds to the minimum programme budget requirements decided upon by the German Joint Science Conference (*Gemeinsame Wissenschaftskonferenz = GWK*) in the currently valid version. The Board of Trustees (*Kuratorium*) must approve the programme budget in advance.
- (2) The financial year of the foundation corresponds to the fiscal period of the federal state of Brandenburg. Pursuant to the annual financial plans in the form of programme budgets and the management principles, the foundation's funds shall be used efficiently and economically.
- (3) Evidence on the use of the funds for charitable purposes shall be provided by properly documenting income and expenditure. The federal state's legislation regarding the evidence on how the funds are spent must be complied with in this context.
- (4) The foundation is audited by the federal state's Court of Audit (*Landesrechnungshof*). Audit rights of the German Federal Court of Audit (*Bundesrechnungshof*) shall not be affected hereby.

## § 7

### Governing Bodies

The governing bodies are:

- a) the Board of Trustees (*Kuratorium*)
- b) the Executive Board (*Stiftungsvorstand*)
- c) the Science Advisory Board (*Wissenschaftlicher Beirat*).

## § 8

### Tasks of the Board of Trustees

- (1) The Board of Trustees decides on the general research objectives and on important research policy issues and financial matters of the foundation. It may give instructions to the Executive Board in regard to important research policy issues and financial matters. The Board of Trustees shall monitor the legality, purposefulness and efficiency of the Executive's Board management.

- (2) The Board of Trustees examines the financial statements and the annual report presented by the Executive Board. It decides on the discharge of the Executive Board. The particulars are set out in § 18. Paragraph 109 of the state's Financial Regulation (*Landeshaushaltsordnung*) of the federal state of Brandenburg applies. The Board of Trustees decides on amendments to the statute, the dissolution of the foundation and the handling of claims of third parties against members of the foundation's Executive Board. It shall be in charge of asserting claims of the foundation against members of the Executive Board and represents the foundation in and out of court.
- (3) A prior approval of the Board of Trustees is required for:
- a) research and development programmes,
  - b) annual financial plans in the form of programme budgets and multi-annual financial plans,
  - c) appointment and dismissal of senior scientists and other senior managers,
  - d) key decisions to be made on organisational structures,
  - e) essential changes of and additions to the defined tasks,
  - f) conclusion and changing of non-tariff and above-tariff employment contracts – unless otherwise specified by the Board of Trustees – as well as regular salary-equivalent payments (compensations) which exceed an amount that was defined by the Board of Trustees,
  - g) assumption of pension commitments, guaranteeing or granting severance payments exceeding the amount defined by the Board of Trustees,
  - h) conclusion of agreements which impose liabilities on the foundation for a period of more than one year provided these are not in the scope of customary business transactions,
  - i) acquisition, sale and encumbrance of land and buildings and other land titles,
  - j) extraordinary legal transactions and measures going beyond usual business operations which could have a considerable influence on the position and activities of the foundation, particularly the acquisition of participations and dispositions over the latter or important agreements on a cooperation with domestic and foreign companies and other entities.
- (4) For certain types of business transactions, the Board of Trustees may give a general approval.
- (5) In case it is of disadvantage for the foundation to wait for a prior consent of the Board of Trustees,

tees, the approval of the Board of Trustees' chair and his deputy shall be obtained. The Board of Trustees shall be informed of this during its next meeting.

## **§ 9**

### **Composition of the Board of Trustees**

- (1) The Board of Trustees consists of maximally six members who perform their duties on a honorary basis.
- (2) Two members of the Board of Trustees are appointed by the federal state (*Land*) and two members of the Board of Trustees are appointed by the federal German government (*Bund*).
- (3) If the federal state or the federal government only appoint one member, then this member has two votes.
- (4) The Chair of the Science Advisory Board and the President of the University of Potsdam are members of the Board of Trustees.
- (5) Chairmanship of the Board of Trustees is held by a member appointed by the federal state and co-chairmanship is held by a member appointed by the federal government.
- (6) The members of the Board of Trustees specified in (2) above may be dismissed at any time by the appointing authority and replaced by other members.
- (7) Any member of the Board of Trustees may resign from office by declaring his resignation to the chair in writing.

## **§ 10**

### **Committees and Rules of Procedure of the Board of Trustees**

- (1) The Board of Trustees may form committees from among its own members and delegate specific tasks to these committees. The federal government and the federal state must each be represented by at least one member in each committee.
- (2) The Board of Trustees may establish rules of procedure.

## § 11

### Meetings of the Board of Trustees and its Committees

- (1) The Board of Trustees is convened by the Executive Board on behalf of the chair of the Board of Trustees; it must also be convened if requested by the deputy chair.
- (2) The Board of Trustees should be convened once each half calendar year. It must be convened at least once a year.
- (3) The members shall be invited in writing at the latest three weeks prior to the meeting. The invitation must include the place, time and agenda of the meeting and relevant documents. To determine if the deadline of three weeks was met, the day the invitation was sent out and the day on which the Board of Trustees will meet are not counted. The meeting of the Board of Trustees shall take place at the foundation's seat.
- (4) Sections (1) and (3) shall apply accordingly for committees of the Board of Trustees.
- (5) The following persons shall regularly attend the meetings of the Board of Trustees unless otherwise decided upon by the Board of Trustees:
  - a) members of the Executive Board
  - b) a member of the Works Council.

## § 12

### Resolutions of the Board of Trustees and its Committees

- (1) The Board of Trustees has a quorum if two thirds of its members are present or are represented pursuant to section (2). The chair or his deputy must be present. A committee with decision-making power has a quorum if 50% of its members, among them at least one representative of the federal government or the federal state, are present.
- (2) If prevented from attending, the appointed members of the Board of Trustees may be represented by members of the relevant authority. The Chair of the Science Advisory Board may be represented in such cases by his deputy.
- (3) Resolutions of the Board of Trustees are taken by majority of the votes cast. In case of a tie, the vote of the chairperson is decisive. Resolutions regarding important research policy issues, matters with significant financial repercussions and issues concerning the upper management

cannot be passed against the votes of the members appointed by the federal government or the federal state.

- (4) Section (2) and section (3) shall apply accordingly for committees of the Board of Trustees.
- (5) Minutes of the meetings of the Board of Trustees and its committees shall be taken in written form, describing the general course of the deliberations and including the resolutions taken. Both the chair and the secretary shall sign the minutes.
- (6) In urgent cases the chair – or his deputy if the chair is unavailable – may, without convening a meeting, reach a decision in writing, by telephone, electronic mail or in another similar form provided that no member of the Board of Trustees immediately objects to such a procedure. These resolutions must be laid down in writing and annexed to the minutes of the next meeting of the Board of Trustees.

### **§ 13**

#### **The Executive Board**

- (1) The Executive Board consists of a Scientific Member of the Executive Board (*wissenschaftliches Vorstandsmitglied*) and an Administrative Member of the Executive Board (*administratives Vorstandsmitglied*).
- (2) The Board of Trustees appoints and dismisses the members of the Executive Board. Each member's term of office is a fixed term of maximally five years. Re-appointment is allowed. The appointment may be revoked at any time.
- (3) The chair of the Board of Trustees, representing the foundation in this case, shall change, conclude and terminate the employment contracts of the Executive Board members.
- (4) The Scientific Member of the Executive Board is the Speaker of the Executive Board (*Sprecher des Vorstands*). He chairs the Executive Board and represents the foundation to outside parties.
- (5) The Administrative Member of the Executive Board shall be qualified for senior service in public administration or have a similar qualification and shall have acquired experience in the field of scientific management.
- (6) The members of the Executive Board may receive a reasonable compensation.

### **§ 14**

## Tasks of the Executive Board

- (1) The Executive Board runs the foundation's business. It shall prepare the meetings of the Board of Trustees and carries out its resolutions. The Executive Board shall assume all tasks not explicitly delegated to other governing bodies pursuant to the foundation's statute.
- (2) The Administrative Member of the Executive Board is the Budget Coordinator (*Beauftragter für den Haushalt*).
- (3) The Executive Board shall ensure an appropriate participation of all scientific and technical staff working for the institute in making decisions by informing the relevant staff on time and adequately and by regularly and jointly discussing the general objectives, methods and execution of research projects and programmes. For this purpose the scientific staff may form a committee from among its members which shall represent the staff's scientific interests vis-à-vis the Executive Board.
- (4) In all meetings the Executive Board submits written reports to the Board of Trustees describing its business activities and the foundation's situation. The reports shall comply with the principles of conscientious and accurate reporting. In case of significant events, the Executive Board immediately informs the Speaker of the Board of Trustees and his deputy.

## § 15

### Representation of the Foundation

- (1) In court and out of court the foundation shall be represented principally jointly by the members of the Executive Board. In case the Executive Board temporarily only consists of one member, the remaining Board Member shall be entitled to solely represent the foundation. Following a prior decision of the Board of Trustees, the latter may limit the scope of the Board Member's sole power of representation.
- (2) As regards day-to-day management operations, the Administrative Member of the Executive Board shall represent the foundation alone.
- (3) The Executive Board shall adopt its own rules of procedure. The rules of procedure may contain additional provisions regarding the power of representation including provisions regarding a sub-delegation of powers to third parties.

## § 16

## Science Advisory Board

- (1) The Science Advisory Board advises the Board of Trustees and the Executive Board on all scientific and interdisciplinary issues. In terms of its advisory services, the Science Advisory Board is independent.
- (2) The Science Advisory Board consists of six to nine external members who are appointed for a term of four years by the Board of Trustees in consultation with the Executive Board. The Science Advisory Board may propose candidates. A member may be reappointed once.
- (3) The Science Advisory Board shall elect from among its own members a chair and the Vice-chair or one term. The Science Advisory Board may set up rules of procedure. On invitation of its chair, the board meets at least once per year. Subject to the right of the Science Advisory Board to internal discussions, the representatives of the federal government and of the federal state in the Board of Trustees or representatives appointed by the latter and members of the Executive Board are entitled to attend meetings of the Science Advisory Board.
- (4) The Executive Board informs the Science Advisory Board about all matters essential for the latter's advisory services. In order to fulfil its tasks, the Science Advisory Board has the right of being adequately informed.

## § 17

### Tasks of the Science Advisory Board

The Science Advisory Board has - in particular - the following tasks:

- a) It regularly appraises the scientific results of the foundation. It assesses the institute by carrying out regular audits pursuant to the requirements of external evaluation in the context of the Federal Government and Federal State Funding (senate committee evaluation of the *WGL*<sup>2</sup>) and informs the Board of Trustees of the results of its advisory services.
- b) It takes a position on the planned research and development programmes and the programme budget (in written form).
- c) It supports the Board of Trustees in attracting upper management staff and in regard to decisions on the institute's further development; it comments on the proposals made by

---

<sup>2</sup> *WGL* = *Wissenschaftsgemeinschaft Gottfried Wilhelm Leibniz e. V.* (*Gottfried Wilhelm Leibniz Scientific Association*)

the Executive Board pursuant to § 8 section (3) letter c) and may itself submit proposals. The Science Advisory Board is heard prior to the appointment of a Science Member of the Executive Board.

- d) It promotes cooperation of the foundation with universities and other research institutions.

## **§ 18**

### **Financial Statements**

After expiry of each financial year the Executive Board shall prepare the annual financial statements in the first three months of the following year and explain them in the annual report. The expert auditor selected by the Board of Trustees shall be instructed immediately after his nomination to audit the financial statements and the annual report, including in this audit the examination of the adequacy of the Executive Board's management. In the first six months of the following financial year, the Executive Board shall present to the Board of Trustees the financial statements and the annual report together with the audit report including a written assessment and report on the measures taken or planned to eliminate any deficiencies and to fulfil any submission duties pursuant to § 6 of the Foundation Law entitled *Stiftungsgesetz für das Land Brandenburg* (StiftGBbg). The Board of Trustees shall take a resolution on the approval of the annual financial statements and the discharge of the Executive Board until the end of the following financial year.

## **§ 19**

### **Asset Commitments**

In the event that the foundation should be dissolved or discontinued or in case of a loss of the tax-privileged purposes, the assets of the foundation – insofar as they do not exceed the value of the granted subsidies and donations rendered in kind at the time of dissolution or discontinuation – shall pass to the federal government and to the federal state in proportion to the value of the subsidies granted and any donations in kind rendered by them: These assets must then be directly and exclusively used by them to promote science and research. If there still is an asset surplus, it will – in agreement with the federal government – go to a legal person under public law or another tax-privileged association and explicitly used to promote science and research.

**§ 20**  
**Budgetary Powers**

Budgetary powers of the funding bodies shall remain unaffected.

**§ 21**  
**Legal Supervision**

- (1) The foundation is subject to the legal supervision of the federal state of Brandenburg pursuant to the provisions stipulated in the Foundation Law of the federal state of Brandenburg (*StiftGBbg*) in the currently valid version.
- (2) Pursuant to the provisions in the Foundation Law of the federal state of Brandenburg the members of the representative body are obliged to immediately inform the Foundation Authority (*Stiftungsbehörde*) about the persons of this body entitled to engage in representation and any special representatives and about any relevant changes. Acceptance or resignation letters or other documentary evidence shall be enclosed.
- (3) Resolutions on amendments to the statute, termination (dissolution) of the foundation or its merger with another foundation require the permission of the Foundation Authority.

Potsdam, July 29, 2013