

Annex to chapter 1.1.A: Relevant documents according to corporate law;

A2: The IOW's statutes

Statutes of the Public Law Foundation
„Leibniz Institute for Baltic Sea Research
Warnemünde“
(IOW)

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On 29th March 2012, the statutes of the foundation „Leibniz Institute for Baltic Sea Research Warnemünde (IOW)“ were adopted by the IOW Board of Governors according to Section 6 of the Act on the creation of the foundation „Leibniz Institute for Baltic Sea Research Warnemünde (IOW)“ (law and ordinance gazette M-V 2010, p. 48), after being approved by the German Federal Ministry of Education and Research by letter of 23rd March 2012 and by the Ministry of Education, Science and Culture by letter of 23rd March 2012.

§ 1

Legal form

- (1) The foundation „Leibniz Institute for Baltic Sea Research Warnemünde (IOW)“ (hereinafter referred to as: Foundation) is a public law foundation of the state of Mecklenburg-Western Pomerania having legal capacity and is based in Rostock-Warnemünde.
- (2) As a member of Wissenschaftsgemeinschaft Gottfried Wilhelm Leibniz e.V. the Foundation is a non-university research institution of nationwide importance and all-state science policy interest that is jointly promoted by the Federal and Laender Governments under Article 91b of the Constitution of the Federal Republic of Germany.

The Foundation uses the Small Seal of the State.

- (3) The Land provides the Foundation with state-owned real property required for operations and scientific research vessels for use free of charge. The Land can allocate further state-owned real estate to the Foundation for free use.
- (4) The Foundation exclusively and directly pursues charitable aims in accordance with the „Tax-privileged purposes“ section of the Tax Code.
- (5) The Foundation is wholly dedicated to charitable activities; it does not predominantly pursue any aims serving its own economic interest.
- (6) No person shall benefit from expenses other than for the purpose of the Foundation or unreasonably high remunerations.
- (7) The assets of the Foundation shall be used for the purposes under the terms of the statutes only.

§ 2

Mission of the foundation

- (1) The mission of the Foundation is to promote and perform scientific marine research.
- (2) The purpose of the statutes shall be achieved, in particular, by the Foundation performing its own research work, the development and teaching in the field of marine sciences, and the promotion of science. To this end, the Foundation will cooperate with universities and scientific institutions in and outside Germany, with institutions of the Federal and Laender Governments, and with the economic sector. In this context, the Foundation shall assume further tasks, especially by activities and publications in the areas of education, further education, and qualification.
- (3) The Foundation serves interdisciplinary scientific marine research with a particular focus on marginal seas, shelf areas, and the ecosystem of the Baltic Sea including scientific monitoring. The Foundation can assume sovereign tasks of the Federal and Laender Governments, and, in particular, render assistance services.
- (4) In the fields of research and education, the Foundation shall closely cooperate with the universities of Rostock and Greifswald as well as other national institutions of higher education. It shall make staff and facilities available for the education of students and young scientists in the area of marine sciences and allow them to use its facilities for joint research projects. For this purpose the Foundation shall conclude cooperation agreements.
- (5) The Foundation can assume further tasks being linked with marine sciences.
- (6) The Foundation undertakes to comply with the Rules of Good Scientific Practice it has adopted by resolution.
- (8) The Foundation shall promote equal opportunities for females and males availing itself of the internal equal opportunities commission.

§ 3

Assets of the foundation

- (1) The assets of the Foundation consist of the transferred business property of the independent institution „Institute for Baltic Sea Research Warnemünde at the University of Rostock“. The assets of the Foundation can be increased by external donations.
- (2) In addition, the assets of the Foundation include the income from the assets of the Foundation, donations and other proceeds unless they are needed to perform the tasks of the Foundation or otherwise earmarked.

§ 4

Bodies and advisory committees

- (1) The bodies of the Foundation are the Board of Governors and the Director.
- (2) The advisory committees are the Scientific Advisory Board and the Scientific Council.

§ 5

Board of Governors

- (1) The Board of Governors shall consist of up to eight members:
 - a) the chairman and another member who are assigned and dismissed by the ministry of the Land Government that is responsible for promoting scientific research,
 - b) the deputy and another member who are assigned and dismissed by the ministry of the Federal Government that is responsible for promoting scientific research,

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- c) the president of the University of Rostock,
 - d) the chairman of the Scientific Advisory Board,
 - e) the President of the Federal Maritime and Hydrographic Agency,
 - f) a representative of the private economy sectors associated with the fields of research of the Foundation or their lobbies. He or she shall be appointed for a period of three years by the ministry of the Land Government that is responsible for promoting scientific research in consultation with the ministry responsible for the state's economy and the ministry of the Federal Government that is responsible for promoting scientific research. Reappointment is admissible once.
- (2) In case of being prevented, the members of the Board of Governors named in paragraph 1 letters a), b) and f) can appoint executives of their administrative authority their deputies, the person named in paragraph 1 letter c) can appoint the Dean of the Faculty of Mathematics and Natural Sciences his or her deputy, the person named in paragraph 1 letter d) can appoint a member of the Scientific Advisory Board his or her deputy, and the person named in paragraph 1 letter e) can appoint executives of his or her administrative authority his or her deputy.
- (3) As a rule, a meeting of the Board of Governors is called by the chairman twice per calendar year. A meeting of the Board of Governors shall be called if it is requested by five members.
- (4) Guests participating in the Board of Governors with an advisory vote shall be:
- a) the Director and his or her deputy,
 - b) the chairman of the Scientific Council,
 - c) the Head of Administration and
 - d) the chairman of the staff council and the equal opportunity commissioner.
- In addition, further guests can be invited.
- (5) The Board of Governors has a quorum if two thirds of its members are present or represented in accordance with paragraph 2. The chairman or his or her deputy needs to be present. The Board of Governors adopts resolutions by the majority of valid votes cast. In the event of an equality of votes the chairman shall have the casting vote. Resolutions under Section 6 paragraph 1 can be adopted by the votes of the members under Section 5 paragraph 1 letters a) and b) only. In urgent cases, the chairman or, in case of his or her being prevented, his or her deputy can bring about resolutions by written proceedings unless a member opposes such proceedings promptly. The result shall be entered in the minutes of the following meeting.

- (6) The Board of Governors can adopt rules of procedure and set up committees if necessary.
- (7) The Board of Governors serves in an honorary capacity. The members are entitled to receive reimbursement of their expenses in accordance with the state Act on travelling expenses as amended.

§ 6

Tasks of the Board of Governors

- (1) After consultation with the Director and the advisory committees, the Board of Governors shall adopt resolutions on matters of research and science policy importance, of substantial financial effect and with regard to the executive staff as well as on the proposal to annul the Foundation.
- (2) Legal transactions which refer to interests of the Foundation or may influence the position of the Foundation strongly, and any other substantial organisational changes require the previous consent of the Board of Governors.
- (3) The Board of Governors shall adopt resolutions on all matters which are of fundamental importance to the Foundation. This includes in particular:
 - a) the adoption of and amendment to the statutes,
 - b) the appointment of the Director and his or her deputy,
 - c) the appointment of the Head of Administration,
 - d) the appointment of the heads of departments,
 - e) the adoption of the annual financial statements and of the annual report,
 - f) the acceptance of the Director's report,
 - g) the choice of the auditor (subject to the consent of the Land Audit Office of Mecklenburg-Western Pomerania),
 - h) the approval of the programme budget,
 - i) other matters having substantial and strong financial effects or being of research and science policy importance.
- (4) The Board of Governors shall pass resolutions on the research programme and the implementation plans to be presented by the Director after consultation with the Scientific Advisory Board.

§ 7

Director

- (1) The Director shall be appointed by the Board of Governors for a full-time position of up to five years after consultation with the Scientific Advisory Board and the Scientific Council. Reappointment is admissible. The Director shall receive an adequate remuneration for his or her work.
- (2) The Director shall represent the Foundation judicially and extrajudicially.
- (3) The Director shall manage the Foundation. He or she has to be a natural scientist of international standing.
- (4) The Director is the budget commissioner; he or she can delegate this task.
- (5) The following duties are incumbent on the Director
 - a) creation of the research programme and implementation plans including the planning with domestic and international institutions, and responsibility for their execution and evaluation of results, in addition to that: formation and dissolution of project teams;
 - b) annual and multiannual programme budgeting and preparation of business plans including investment plans;
 - c) responsibility for cooperation in teaching and research with universities, research institutions, and other facilities;
 - d) informing the Scientific Council about all significant scientific matters, and
 - e) providing employees with information about the research programme and the implementation plans on a regular basis.
- (6) The Director is the superior of the Foundation's employees; if the heads of departments and their deputies are professors, the Director shall have the authority to give directions in professional matters.
- (7) At the suggestion of the Director and after consultation with the Scientific Council the Board

of Governors shall appoint a deputy from among the heads of departments. The appointment shall be for a period of up to 5 years; reappointment is admissible. He or she shall represent the Director in his or her absence. He or she shall be informed about essential matters and activities of the Director. Such representation shall end on entering into office of a new Director.

§ 8

Scientific Advisory Board

- (1) The Scientific Advisory Board shall advise the Board of Governors and the Director on the Foundation's research matters. It shall promote collaboration with scientific institutions in and outside Germany.
- (2) It shall give recommendations with regard to the Foundation's research programme and implementation plans including the planned cooperation with domestic and international institutions. It shall advise the Board of Governors on appointment matters and comment on the Director's scientific annual report. It shall evaluate the scientific work of the Foundation and present results to the Board of Governors and the body of Wissenschaftsgemeinschaft Gottfried-Wilhelm-Leibniz (WGL) commissioned with the evaluation.
- (3) The Scientific Advisory Board shall consist of ten members at the most. Members shall be domestic and international scientists whose specialties are related to the fields of research of the Foundation. They shall be appointed by the Board of Governors for terms of at most four years and can be reappointed only once.
- (4) The Scientific Advisory Board shall meet at least once a year. It can invite guests to its meetings and seek consultation. The Scientific Advisory Board shall adopt rules of procedure.

§ 9

Scientific Council

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- (1) The Scientific Council shall advise the Director and the Board of Governors on the Foundation's important scientific matters. It shall advise on the establishment and dissolution of departments. It can comment on the appointment and dismissal of the Director and heads of departments, and on the appointment of members of the Scientific Advisory Board.
- (2) The Scientific Council shall consist of at least 8, at most 13 members:
 - a) the heads of the departments and their deputies,
 - b) one elected scientist from each department.
- (3) The members named in paragraph 2 letter b) are elected by the scientists of the Foundation to three-year terms under electoral regulations adopted by the Director and agreed to by the Board of Governors.
- (4) The Scientific Council shall elect a chairman and his or her deputy from among its members. It has a quorum if two thirds of its members including the chairman or his or her deputy are present. Resolutions require the majority of votes cast.
- (5) The Director can attend the meetings of the Scientific Council with an advisory vote.

§ 10

Organisation

- (1) The Foundation is organised into departments and the divisions of administration and scientific and managerial infrastructure.
- (2) Each department has a head and a deputy.
- (3) Project teams can be established in order to deal with interdisciplinary research topics.

§ 11

Auditing

- (1) The Foundation is a body corporate organised under public law directly under the Land. It is under the supervision of legality by the ministry of the Land responsible for the promotion of scientific research.
- (2) Accounts shall be rendered with regard to income and expenditure as well as the assets and debts of the Foundation within six months after the end of any financial year. Without prejudice to the examination by the Land or Federal Audit Office the annual financial statement shall be audited by an auditor or by an auditing institution. It shall, together with the audit report and the annual report, be presented by the Board of Governors to the ministry of the Land responsible for the promotion of scientific research.

§ 12

Amendments to the statutes and annulment of the foundation

- (1) Resolutions with regard to amendments to the statutes and the annulment of the Foundation cannot be passed against the votes of the members of the Board of Governors delegated by the Federal and Land Governments. The Director and the Scientific Council have to be consulted beforehand.
- (2) In the event of the dissolution or annulment of the Foundation or abolition of the tax-privileged purposes the assets of the Foundation shall revert to the Federal and Land Governments at the ratio of the value of the subsidies granted by them, unless they exceed the value of subsidies granted and payments in kind made, if any. Any excess left after that shall then, in consultation with the Federal Government, devolve on a legal person under public law or any other tax-privileged corporate body to be used for the promotion of science and research.

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§ 13

Coming into effect

These statutes shall come into effect on the day following their publication in the gazette of the Ministry of Education, Science and Culture of Mecklenburg-Western Pomerania. Simultaneously the statutes of 26th May 1999 shall terminate.