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The only legally binding document is the German version.**

**Law establishing the foundation  
"Leibniz Institute for Baltic Sea Research"  
(*Leibniz Institut für Ostseeforschung Warnemünde - IOW*) -  
16 February 2010**

The parliament of the state Mecklenburg-West Pomerania has adopted the following law:

**Article 1  
Forming the organisation, legal status**

- (1) With legal effect from 1 March 2010, a public-law foundation with legal capacity, located in Rostock will be set up under the name "*Leibniz-Institut für Ostseeforschung Warnemünde (IOW)*" (i.e. the Leibniz Institute for Baltic Sea Research). The statutes, to be adopted according to Article 6, are to provide that the foundation – as a research institution of trans-regional significance and of general science-policy interest – works towards the goal of maintaining the status of a so-called “An-Institut” of the University of Rostock, as defined in Article 95, Paragraph 1 of the state’s law on institutions of higher education (*Landeshochschulgesetz*), dated 5 July 2002 (GVOBl. –V, page 398), which has last been changed by Article 19 of the Law, dated 10 July 2006 (GVOBl. M-V, p. 539). The organisation makes use of the small state seal (for the state of Mecklenburg-West Pomerania). Further details are stipulated by the statutes.
  
- (2) When this law enters into force, the foundation established according to Paragraph 1 takes the place of the Institute for Baltic Sea Research at the University of Rostock, established according to the agreement signed on 2 December 1991 between the Federal Republic of Germany, represented by the German Federal Minister for Research and Technology, and the state of Mecklenburg-West Pomerania, represented by the Minister of Education, as a non-independent institution of the *Land* (state) of Mecklenburg-West Pomerania. The rights and obligations of the *Land* (state), attributable to the institute on the basis of the latter’s tasks, are transferred to the institute in universal succession, in so far as the following does not stipulate anything to the contrary. The assets of the enterprise, to be allocated to the institute according to Enclosure 1, are transferred over to the foundation free of charge and with all rights and obligations, with the exception of the items of real estate and the research ships. Free of charge, the *Land* (state) of Mecklenburg-West Pomerania makes available the state-owned real estate and the

research ships necessary for running the organisation. The items of real estate are listed in Enclosure 2 of this law. Enclosures 1 and 2 form an integral part of this law.

- (3) The *Land* (Mecklenburg-West Pomerania state) can allocate further properties which it owns to the foundation, for use free of charge. In so far as properties owned by Mecklenburg-West Pomerania state are no longer needed for the purpose of the foundation to be fulfilled, these must be given back immediately to the Mecklenburg-West Pomerania Organisation for Buildings and Properties.
- (4) All rights, obligations and costs within the context of managing the real estate are transferred to the foundation. Mecklenburg-West Pomerania state's property rights and obligations are looked after by the Mecklenburg-West Pomerania Organisation for Construction and Properties, in consultation with the director of the foundation.
- (5) The planning and implementation of management and development activities on the real estate owned by Mecklenburg-West Pomerania state and on property assets are carried out by the Mecklenburg-West Pomerania Organisation for Construction and Properties, taking into account the foundation's user-specific requirements and in close coordination with the ministry at federal (national) level which is responsible for advancing scientific research. The respective rights and obligations of the Mecklenburg-West Pomerania Organisation for Construction and Properties and of the foundation are determined in agreements on individual use. The Mecklenburg-West Pomerania Organisation for Construction and Properties makes a charge for the use of its services.

## **Article 2**

### **Purpose of the foundation**

- (1) The foundation has the purpose of conducting and advancing research, teaching and development in the area of marine sciences. It works together with institutions of higher education, scientific institutions and business. In particular, the organisation's purpose is implemented by scientific research projects and events.
- (2) The foundation serves the objective of interdisciplinary marine research, with particular emphasis on the ecological system of the Baltic Sea. Sovereign tasks can be transferred to the foundation.
- (3) In research and teaching, the foundation works with the University of Rostock and the Ernst Moritz Arndt University of Greifswald, and also with other institutions of higher education in the state of Mecklenburg-West Pomerania. It makes personnel and facilities available for training students in the area of marine sciences. Further details are

stipulated by the statutes and also by the contracts of cooperation with Mecklenburg-West Pomerania state's universities and other institutions of higher education.

- (4) The foundation can take on other tasks connected with the marine sciences. Further details can be stipulated by the statutes.
- (5) The foundation pursues purposes which are exclusively and directly of public benefit, as defined in the section in the Tax Code on "tax-favoured purposes." The funds of the foundation may only be used for tasks corresponding to the organisation's statutes. No person may be favoured by expenditure non-related to the purpose of the foundation or by disproportionately high remunerations.

### **Article 3** **Assets of the foundation**

- (1) The assets of the foundation are comprised of the assets of the non-independent institution, as transferred according to Article 1, Paragraph 2.
- (2) In addition, the assets of the foundation include the revenues from the assets of the foundation, dispositions and other income, in so far as these are not required according to Article 4 in order to fulfil the tasks of the foundation or are not appropriated in another way.

### **Article 4** **Use of funds and donated resources**

- (1) The foundation fulfils its tasks from:
  1. the revenues from the assets of the foundation;
  2. the annual dispositions, made available within the framework of budget plans and joint financial assistance from national government and Mecklenburg-West Pomerania state government, according to Article 91 b of Germany's Basic Law, together with Article 3 of the *GWK Agreement* (this is the Administrative Agreement between the federal government and the state governments, concerning the establishment of a joint science conference), and also Article 1, Paragraph 1, Item 2 of the Enclosure to the GWK Agreement in the respective valid version.
  3. dispositions from third parties and
  4. other items of income.

- (2) The funds of the foundation may only be used for the purposes defined by legislation and by the foundation's statutes. For matters relating to budgetary issues, cash and operating expenditures, and invoicing, and also for the foundation's accounting, it is the provisions valid for the administration of the *Land* (state) which are applied, observing the German federal government's budget-related provisions accordingly.
- (3) It is a requirement to provide accounts for all income and all expenditure, as well as the assets and the liabilities of the foundation, within six months after the end of the financial year. Without prejudice to the checking process carried out by the Federal Audit Office or Mecklenburg-West Pomerania State Audit Office, the annual accounts can be checked by accounting professionals. Via the IOW Board of Governors, the annual accounts must be submitted to the *Land* (state) ministry responsible for the advancement of scientific research, together with the audit report and the annual report.
- (4) The assets of the foundation can be increased by means of donated resources.

#### **Article 5 Liability**

It is the *Land* (state) which is liable for the foundation's liabilities, if and in so far as the settlement of liabilities cannot be made from the assets of the foundation.

#### **Article 6 Statutes**

- (1) In coordination with the federal ministry responsible for the advancement of scientific research, the foundation issues a set of statutes for itself, which require endorsement by the *Land's* (state's) ministry responsible for the advancement of scientific research. The same also applies to later amendments of the statutes.
- (2) The statutes arrange the internal organisation of the foundation. In particular, the statutes contain provisions regarding:
  1. the tasks and the assets of the foundation, and also
  2. the tasks, the areas of competence and the composition of the organisational bodies and advising committees.

## Article 7

### Organisational bodies and advising committees

- (1) The foundation's organisational bodies are the IOW Board of Governors and the director.
- (2) The advising committees are the Scientific Advisory Board and the Scientific Council.

## Article 8

### Members of the IOW Board of Governors

- (1) The IOW Board of Governors consists of up to eight members:
  1. the chairman and a further member, both of whom are assigned to and dismissed by the ministry at *Land* (state) level which is responsible for advancing scientific research,
  2. the deputy chairman and a further member, both of whom are assigned to and dismissed by the ministry at federal level which is responsible for advancing scientific research,
  3. the rector of the University of Rostock,
  4. the Chairman of the Scientific Advisory Board,
  5. the President of Germany's Federal Maritime and Hydrographic Agency (the BSH),
  6. a representative from the areas of private business closely associated with the foundation's areas of research, or from representatives of the latter's interests. This representative is appointed for a three-year period by the ministry at *Land* (state) level which is responsible for the advancement of scientific research, in cooperation with the ministry at *Land* (state) level responsible for the economy, and the ministry responsible for scientific research at federal level; it is possible for this person to be reappointed (once only).
- (2) In the event of being unable to attend, the members of the IOW Board of Governors can be represented (according to Article 8, Paragraph 1, Items 1, 2 and 6) by leading members of their administration; alternatively, according to Paragraph 1, Item 3, by the deacon of the mathematics and natural sciences faculty; and according to Paragraph 1, Item 4, by a member of the Scientific Advisory Board, and also according to Paragraph 1, Item 5, by

another member of the IOW Board of Governors; in the latter case, the voting right can be transferred.

- (3) The IOW Board of Governors is convened at least once per calendar year. The IOW Board of Governors is convened if five members apply for it to be convened.
- (4) The following persons belong to the IOW Board of Governors in a consulting (non-voting) capacity:
  1. The director and his deputy,
  2. The chairman of the Scientific Council
  3. The head of administration and
  4. The chairman of the Staff Council.
- (5) The IOW Board of Governors has a quorum if two thirds of its members are present or are represented as defined in Paragraph 2 (of this Article). The chairman or his deputy must be present. Resolutions by the IOW Board of Governors are adopted by means of a majority of the valid votes cast. In the event of a tie in the vote, the chairman holds the decisive vote. Resolutions regarding questions of research-policy and science-policy significance, with significant financial implications and with regard to the management personnel, and also resolutions concerning the proposal to dissolve the foundation, can only be adopted with the votes of the members according to Article 8, Paragraph 1, Items 1 and 2. The prior consent of the IOW Board of Governors is required for legal transactions relating to the participation or membership in other organisations or projects, or for those which can influence the position of the foundation on a sustained basis, as well as other essential organisational changes. In urgent cases, the chairman or, if the latter is prevented from doing so, the vice-chairman can effect resolutions by means of a written procedure, in so far as no member vetoes this procedure immediately. The result must be included in the written record of the next session.
- (6) The IOW Board of Governors can issue a set of rules of procedure for itself and it also forms committees if so required.
- (7) The work in the IOW Board of Governors is performed in an honorary (unpaid) capacity. The members are entitled to reimbursement of expenditure according to the *Land's* (state's) law on travel costs, dated 3 June 1998 (GVOBI, M-V, p. 554), last modified by the law of 28 November 2008 (GVOBI, M-V, p. 460).

## **Article 9**

### **Tasks of the IOW Board of Governors**

- (1) The IOW Board of Governors adopts resolutions concerning all matters which are of fundamental significance for the foundation. In particular, this includes the issue and the changing of the statutes, the appointment of the director and of his deputy, the appointment of the heads of the sections and also of the head of administration, the endorsement of the programme budget and the confirmation of the annual accounts; it also includes other questions with major and sustained financial consequences or those of significance in terms of research policy or scientific policy. The IOW Board of Governors can look after other tasks according to the stipulations of the statutes.
- (2) Resolutions concerning the programme budget of the foundation and also those concerning the appointment of the director and the latter's deputy cannot be adopted either without or against the votes of the representatives of the ministries responsible for advancing scientific research at federal level and at *Land* (state) level respectively .
- (3) The IOW Board of Governors adopts resolutions regarding the research programme and the implementation plans, to be presented by the director after coordination with the Scientific Advisory Board.

## **Article 10**

### **Director of the foundation**

- (1) The director manages the foundation and represents the foundation externally. He is the manager of the foundation's staff; with regard to the section heads and their deputies, he has the authority to issue instructions concerning the foundation's tasks.
- (2) After a hearing with the Scientific Advisory Board and the Scientific Council of the IOW Board of Governors, the director is appointed for a duration of up to five years. Reappointment is permissible. The details of the participatory share of the advising committees in the process of appointment are determined in the statutes and in the contracts of cooperation with the universities.
- (3) The director is the executive appointed for the budget; he can delegate this task.
- (4) The director has the following scope of responsibilities:

1. formulating the research programme and implementation plans, including the planning with domestic and foreign institutions, in addition to the responsibility for implementing and assessing the results of this work; he is also responsible for forming and disbanding project groups.
  2. drawing up the annual programme budget and the medium-term financial planning, including the programmes of expansion and investment.
  3. responsibility for cooperation in teaching and research with institutions of higher education, other research institutions and other organisational bodies,
  4. informing the Scientific Council on all significant scientific matters and
  5. regularly informing the staff about the research programme and the implementation plans.
- (5) Each year, in preparing for the respective meeting of the IOW Board of Governors, the director punctually submits a report to the legal supervision authority, including a financial report, about the activity of the foundation and of its institutions. Further details are stipulated by the statutes.
- (6) The deputy of the director represents the latter in his absence. Subject to being proposed by the director, and after a hearing with the Scientific Council, the deputy is appointed by the IOW Board of Governors, from among the section heads, for a period of up to five years. Reappointment is possible. If the director's tenure in the post ends, the deputy's service in the capacity of director ends when the new director takes up the post.

#### **Article 11** **Scientific Advisory Board**

- (1) The Scientific Advisory Board is the key advising committee for the foundation's scientific orientation. It gives advice to the organisational bodies of the foundation on scientific issues and programme-related issues. Further details are stipulated by the statutes. The Scientific Advisory Board promotes the links with marine-science institutions active in the foundation's area of activity, domestically and abroad.
- (2) The Scientific Advisory Board issues recommendations regarding the research programme and the implementation plans of the foundation, stating its position both on the draft programme budget and also on the scientific annual report. It

assesses the scientific work of the foundation and presents the results to the IOW Board of Governors and to the Leibniz Association committee appointed to make the evaluation.

- (3) The Scientific Advisory Board consists of up to ten internationally-recognised German and foreign scientists active in the area of marine sciences (including the science of use of the sea), who are not employees of the foundation. The composition of the Advisory Board should correspond to the foundation's interdisciplinary character. The members of the Scientific Advisory Board are appointed by the IOW Board of Governors for a period not exceeding a maximum of four years. There is a once-only possibility for reappointment.
- (4) The Scientific Advisory Board convenes at least once per year. It can invite guests to its meetings and obtain external advice. The Scientific Advisory Board issues a set of rules of procedure for itself.

## **Article 12** **Scientific Council**

- (1) The Scientific Council advises the IOW Board of Governors, in particular the director, in significant scientific matters concerning the institute. The Scientific Council states its position on the forming and disbanding of sections (within the organisation). It can state its position on the subject of appointing and dismissing the director and/or the heads of the sections.
- (2) The Scientific Council has a minimum of 8 members and a maximum of 13 members:
  1. Section Heads and/or Deputy Section Heads
  2. One elected representative from each specialist department respectively.
- (3) The members, as defined in Paragraph 2, Item 2, are elected for three years by the scientific staff of the institute, according to an electoral procedure designed by the director and adopted by the IOW Board of Governors.
- (4) The Scientific Council selects from among its group a chairman and a deputy. It has a quorum when two thirds of its members are present, including the chairman. Resolutions require the majority of the votes submitted.
- (5) The director can participate in the meetings of the Scientific Council.

### **Article 13**

#### **Supervision, budget, auditing**

- (1) The foundation is a person under public law. It is subject to the legal supervision processes applicable to the *Land* (state) ministry responsible for advancing scientific research.
- (2) For the foundation, the Articles 105 to 112 (inclusive) of the Mecklenburg-West Pomerania *Land* (State) budgetary regulations apply.

### **Article 14**

#### **Dissolving the foundation**

- (1) In the event of the foundation being dissolved, the assets of the foundation revert to the federal government and the *Land* (state) government respectively, on a basis proportional to the value of the financial contributions which each made, in so far as this amount does not exceed the value of the financial contributions made and, where applicable, in-kind contributions. Any surplus which there still may be at that point in the process must be allocated to purposes eligible for tax relief in the *Land* (state) of Mecklenburg-West Pomerania, in agreement with the federal government.
- (2) The right of the foundation (for which Article 1, Paragraph 2, Clause 4 and also Paragraph 3 make provision) to use properties belonging to the *Land* (state) free of charge remains unaffected by this.

### **Article 15**

#### **Employees**

- (1) When this law enters into force, the employment relationships of the staff of Mecklenburg-West Pomerania *Land* (state) employed at the institute are transferred over to the foundation "The Leibniz Institute for Baltic Sea Research" (the IOW).
- (2) For the employees transferred according to Paragraph 1 and in the case of a direct switchover of employees from *Land* (state) to the foundation, the time period worked in an employment relationship or an employee-trainee relationship with the *Land* (state) of Mecklenburg-West Pomerania will be taken into account as if it had been worked at the

foundation. In the event of a person being taken into employment by the *Land* (state) of Mecklenburg-West Pomerania, the time period worked at the foundation in an employment relationship or in an employee-trainee relationship is taken into account as if that time period had been worked in the employment of the *Land* (state).

- (3) In the event of the transfer of the foundation into another institutional arrangement, the *Land* (state) of Mecklenburg-West Pomerania is obliged to make sure that the employees who were employed by the *Land* (state) at the fixed day for the transition to the foundation are taken on by the new institution, subject to the safeguarding of their vested rights, (including their prior financial status). In addition, the *Land* (state) of Mecklenburg-West Pomerania is obliged to employ these staff again in its services (if this is the staff's wish) in the event that the foundation is dissolved, subject to safeguarding of the time period of employment already accrued at the foundation.
- (4) It is ruled out that the setting up of the foundation is used as the reason for which staff, transferred according to Paragraph 1, have their employment terminated for operational reasons.
- (5) In order to secure all employees' entitlements to additional old-age pension and surviving-dependents pension, the foundation shall make sure that the actual and legal preconditions demanded for a participatory share agreement are created and maintained, according to the statutes of Germany's Pension Institution of the Federal Republic and the Länder, VBL.
- (6) The foundation has the right to conclude collective bargaining agreements for its employees. The foundation shall join an employers' association corresponding to its legal form and to its purpose. Until new collective agreements enter into force, the following agreements apply to the employment relationships established by the foundation: firstly, the collective agreement for the public service of the *Länder* (states) (its German abbreviation is *TV-L*); secondly, the collective agreement for the transfer of the staff of the *Länder* (the states) into the *TV-L* and also for determining the law applying to the transition (German abbreviation for this: *TVÜ-Länder*), and thirdly the collective agreements making additions to, modifying or replacing the *TV-L* and *TVÜ-Länder*; these agreements shall apply in the respective version valid for the section of the workforce of the German *Länder* (states) and of the *Land* (state) of Mecklenburg-West Pomerania (respectively) included in this collective agreement; these agreements apply as long as the *Land* (state) of Mecklenburg-West Pomerania is bound by this.

## Article 16

### Transitional stipulations

- (1) Until the foundation's board of governors is appointed in full, the tasks of the IOW Board of Governors will be looked after by the current board of governors of the institute, chaired by the *Land* (state) ministry responsible for the advancement of scientific research. The decisions of the (previous) board of governors retain their validity until they are replaced or modified by the new IOW Board of Governors. The appointment of the new IOW Board of Governors shall take place within an appropriate time period.
- (2) Until the director is appointed, the tasks are looked after by the current director of the institute. The appointment of the new director shall take place within an appropriate time period.
- (3) Within one month after this law enters into force, the director convenes a staff meeting for the purpose of carrying out the election of the electoral board which elects the staff council. Until the electoral board has been formed, the existing local staff representation of the institute takes care of the tasks in accordance with the (public service) Staff Representation Act (*Personalvertretungsgesetz*). The works agreements which the institute concludes with the staff representation body retain their validity until new works agreements are concluded.
- (4) Until a Scientific Council is elected, that organisational body's tasks are looked after by the existing Scientific Council of the institute. The appointment of the new Scientific Council shall take place within an appropriate time period.
- (5) Until a representation for the severely disabled is elected, in accordance with the Ninth Book of the German Social Insurance Code, such a representation's tasks are looked after by the institute's existing representation for the severely disabled.
- (6) Until an equal-opportunities representative is elected, according to the Equal Opportunities Law (*Gleichstellungsgesetz*) in the version of the 27 July 1998 announcement (GVOBl, M-V p. 697), which has last been changed by the law of 10 July 2006 (GVOBl, M-V, p. 550), the latter's tasks are looked after by the institute's equal-opportunities representative.
- (7) The existing statutes of the IOW, dated 26 May 1999 (Information Bulletin BM M-V, p. 412) will be applied until the resolution is passed adopting the statutes of the foundation in accordance with Article 6, in so far as the statutes do not contradict regulations stated in this law.

Annex to chapter 1.1.A: Relevant documents according to corporate law;  
A1: Law establishing the foundation

**Article 17**  
**Equal status in terms of language**

In so far as terms valid both for women and for men are used in male-specific language forms, these terms also apply to women in female-specific language forms.

Annex to chapter 1.1.A: Relevant documents according to corporate law;  
A1: Law establishing the foundation

**Article 18**

**Entry into force**

This law enters into force on 1 March 2010.

The law stated above is hereby issued. It shall be announced in the statute and ordinance book for Mecklenburg-West Pomerania.

Schwerin, 16 February 2010

**The Minister President**

**The Minister for Education,  
Science and Culture**

**Erwin Sellering**

**Henry Tesch**

List of the items of real estate, owned by the *Land* (state) and necessary for operating the enterprise, which are made available free of charge for use by the foundation “*Leibniz Institut für Ostseeforschung Warnemünde*” (The Leibniz Institute for Baltic Sea Research) according to Article 1, Paragraph 2.

**1. The institute complex Warnemünde, Seestrasse 15**

<u>District</u>	<u>Plot</u>	<u>Plot section</u>	<u>Size: m<sup>2</sup></u>
Warnemünde	1	236/15	1 488
Warnemünde	1	236/5	13
Warnemünde	1	236/9	3
Warnemünde	1	236/10	0
Warnemünde	1	236/16	501
Warnemünde	1	236/18	417
Warnemünde	1	241/14	3 842

**2. Storage facility: Rostock-Marienehe, *Alter Hafen* (old harbour) North 1**

<u>District</u>	<u>Plot</u>	<u>Plot section</u>	<u>Size: m<sup>2</sup></u>
Marienehe	1	6/510	2 702