



## **Articles of Association of the Institute for Advanced Sustainability Studies e.V (IASS)<sup>1</sup>**

as of 2 February 2009

Last modified on 24 October 2016 (6th amendment)

### **Preamble**

Inspired by the Nobel Laureate Symposium, Global Sustainability – A Nobel Cause, and acting on the call issued by the German Federal Government at the climate research summit that followed in October 2007, the Alliance of German Science Organisations developed a concept for creating an interdisciplinary, interactive and international elite institute for sustainability research: the Institute for Advanced Sustainability Studies (IASS).

The institute will develop innovative and sophisticated approaches to highly relevant sustainability issues such as climate stability, energy security, resource efficiency, socially and environmentally responsible economic growth, the co-evolution of urban and rural spaces, and sustainable technological developments. It will also make a major contribution to developing a national research strategy for climate protection, and will play a part in the ecological, economic, and socio-political dimension of sustainability-centred climate and Earth systems research. In the process, the institute will make outstanding contributions to scientific progress and will help to shape opinions as a hub for the strategic dialogue between researchers, policymakers, industry and society.

The foundation of the IASS is the first step in the practical implementation of this concept.

### **§ 1 Name, location, business year**

The Association has the name **Institute for Advanced Sustainability Studies e.V.** (hereinafter referred to as IASS or Association) and is located in Potsdam. Its business year is the calendar year.

### **§ 2 Purpose, non-profit status**

(1) The purpose of the Association is to promote science and research for global sustainability, especially in the areas of climate change, Earth systems and sustainable development. Its purpose is also to provide training and professional development for young scientists, exchange scientific information and engage in societal dialogue at the interface of research and politics.

---

<sup>1</sup> This is a translation of the official Articles of Association (*Satzung*) of the Institute for Advanced Sustainability Studies e.V. (IASS) from German into English.



It achieves its purpose in the following ways in particular:

- a) operating an interdisciplinary, globally oriented institute that performs outstanding research with support from the members of the Alliance of German Science Organisations and their institutions;
- b) supporting German scientists and visiting scientists from abroad (fellows) while they pursue research projects of their own choosing for a limited period in Potsdam;
- c) initiating a strategic dialogue with industry, policymakers and society that accelerates the transfer of scientific knowledge to society;
- d) forming strategic partnerships with selected universities and non-university research institutes to boost research collaboration;
- e) communicating IASS findings to policymakers and the public.

(2) The Association is a non-profit organisation. It exclusively and directly pursues non-profit purposes within the meaning of the section of the German fiscal code entitled *Steuerbegünstigte Zwecke* (tax-advantaged purposes). No person may benefit from disproportionately high remuneration or expenses that run contrary to the purpose of the Association. The finances available to the Association may only be used for purposes set out in these Articles of Association. Members do not receive any portion of the Association's profits or any other subsidies from the Association's finances. Members that leave the Association have no claims to the Association's assets.

### **§ 3 Members, admitting members**

(1) The members of the Association can be both institutional and personal. Each member has one vote.

(2) The founding members are natural persons. They are personal members.

(3) Further members may be admitted by way of a majority vote of two thirds of the members of the General Assembly. Members elected after 4 June 2012 must be juristic persons from science or society and they must be represented by their respective legal representatives. In exceptional cases, a high-ranking individual may be designated to represent a member in the General Assembly. The General Assembly may also appoint as members up to eight natural persons who have rendered outstanding services to the IASS.

### **§ 4 Ending membership**

(1) Membership ends in cases of death, liquidation, resignation or exclusion.

(2) If a member decides to resign from the Association, the Board of Directors must be informed of this in writing at least six months before the end of the calendar year.



(3) Members can be excluded if they act contrary to the Articles of Association or cause severe damage to the Association in some other way. The General Assembly can exclude a member by way of a majority vote of two thirds of its members.

### **§ 5 Financing**

(1) The IASS covers its expenses with funding from the Federal Republic of Germany and the Federal State of Brandenburg.

(2) The IASS can attract additional funding and provide services in return for a fee, provided this is consistent with the purposes defined in the Articles of Association.

(3) There are no membership fees.

(4) The IASS is not permitted to take out or grant loans, nor is it permitted to grant guarantees, warranties or other assumptions of liability.

### **§ 6 Bodies of the Association**

The bodies of the Association are the General Assembly, the Board of Directors and the Advisory Board.

### **§ 7 General Assembly**

(1) The General Assembly monitors the legality, appropriateness and cost-efficiency of the actions of the Board of Directors. It decides on the general research goals of the Association and important matters relating to its research policy and financing. In particular, it decides on the following matters:

- a) Approval of the research programme and the annual business plan;
- b) Appointment or dismissal of the auditor to audit the annual financial statements and confirm that the Association's business is being conducted in a proper manner;
- c) Approval of the annual financial statements after they have been certified by an auditor and approval of the actions of the Board of Directors;
- d) Election and dismissal of the Board of Directors and approval of its remuneration;
- e) Election of the Managing Scientific Director and his/her deputy;
- f) Election and dismissal of Advisory Board members;
- g) Election and dismissal of members of the Association;
- h) Changes to the Articles of Association and the disbandment of the Association;



- i) Extraordinary legal transactions or measures that go beyond the day-to-day business of the Association and could have a significant impact on the Association's status and activities;
- j) Measures of major financial significance exceeding a total volume approved by the General Assembly;
- k) Enacting rules of procedure for the Board of Directors (see article 8 (8)).

(2) The General Assembly shall elect two of its members as Chair and Deputy Chair for two years. They may be re-elected. The Chair leads the meetings of the General Assembly. If the Chair is unable to perform his/her duties, his/her deputy will assume those duties for the duration of the Chair's absence.

(3) An ordinary General Assembly is convened at least twice a year by the Board of Directors in consultation with the Chair of the General Assembly. A written invitation including the agenda of the planned General Assembly meeting must be sent to the members at least one month in advance of that meeting. The agenda shall be proposed by the Board of Directors. At the request of a member, it can be supplemented or amended at the beginning of a General Assembly meeting by way of a General Assembly resolution.

(4) The Board of Directors can convene extraordinary General Assemblies. It must convene a General Assembly meeting when three members or the Chair demand this. Paragraph 3 (3) also applies in this case. Exceptions to this rule are permitted when this can be justified.

(5) The General Assembly has a quorum when at least one third of its members are present in person and at least two thirds of votes are represented. Decisions require the majority of member votes, provided these Articles of Association do not specify otherwise. Decisions may be made by means of a written procedure if no members raise an immediate objection. Decisions must be communicated immediately to the members and recorded in the minutes of the next meeting.

(6) The General Assembly can decide to amend these Articles of Association by way of a majority vote of two thirds of its members.

(7) General Assembly decisions on questions of research and science policy, on matters that could have a significant impact on the finances or activities of the IASS, in relation to the institute's directors (especially appointments, dismissals and remuneration), on new rules of procedure for the Board of Directors, and on changes to these Articles of Association may not be taken against a vote by the Federal Republic of Germany and the Federal State of Brandenburg. In the event that the Federal Republic of Germany and the Federal State of Brandenburg vote differently, they will strive to come to a mutual agreement.

(8) Members who are prevented from participating in a General Assembly meeting can vote by proxy by transferring their vote to another member. No member can exercise more than three votes.

(9) The Chair of the Advisory Board may attend General Assembly meetings. In those cases, he/she has an advisory vote.

(10) The minutes of General Assembly meetings, signed by the Chair, must be sent to members no later than one month after each meeting.



(11) In advance of each General Assembly meeting the Board of Directors prepares a report on the current activities and state of the Association. This report must be sent one month prior to the meeting for which it has been prepared. In the case of important new developments, the Board of Directors shall inform the Chair of the General Assembly and his/her deputy immediately.

### **§ 8 Board of Directors**

(1) The Board of Directors of the Association comprises up to four members, including up to three scientific directors and one administrative director. The minimum number of directors jointly authorised to represent the Institute at any one time is two.

(2) The Board of Directors elaborates the thematic focus of the institute, the strategic and mid-term research programme and the goals of the strategic dialogue. It decides on the temporary research projects to be funded at the IASS and the fellows to be invited to the institute. It takes these decisions in consultation with the Advisory Board.

(3) The scientific directors conduct the strategic dialogue with industry, policymakers and society in accordance with the purpose of the Association and in consultation with the Advisory Board.

(4) The Administrative Director manages the day-to-day business of the Administration. As the budget officer, he/she reports directly to the General Assembly.

(5) The Board of Directors participates in General Assembly meetings as a guest, unless the General Assembly decides otherwise in individual cases.

(6) The directors are appointed by the General Assembly for a term of five years or until the end of the respective funding period. There must be important grounds for the dismissal of a director. Directors can be re-elected. If the election of a director does not take place on time or if an elected director takes up his/her post later than scheduled, the previous director shall remain on the Board of Directors for as long as necessary, provided he/she is available to do so. The employment contracts of members of the Board of Directors are concluded, amended and terminated by the Chair of the General Assembly, who represents the Association in this respect.

(7) Each member of the Board of Directors is entitled to appropriate remuneration. According to article 7 (1) (d), the General Assembly determines the amount of that remuneration.

(8) The Board of Directors adopts rules of procedure that have been approved by the General Assembly.

(10) The Board of Directors can appoint a scientific director to be the Spokesperson of the Board of Directors vis-à-vis policymakers and the general public. This appointment must be approved by the General Assembly in compliance with article 7 (7). Other matters shall be settled by the rules of procedure of the Board of Directors.



## **§ 9 Advisory Board**

(1) The Advisory Board advises the Board of Directors and the General Assembly on all of the Association's affairs. It is independent in this advisory function. In particular, the Board of Directors works with it to discuss ideas for the institute's thematic focus, strategic and medium-term research programme, specific planned research projects, the fellows to be invited, and the focus of the strategic dialogue. Hence the Advisory Board is partly responsible for ensuring the quality of academic work at the IASS.

(2) The majority of the Advisory Board is composed of scientists. It also includes renowned practitioners from outside of academia. It is made up of up to 12 people, none of whom are IASS employees. They are elected by the General Assembly for three years. They may be re-elected for a second term only.

(3) The Advisory Board elects a chair from among its members.

(4) Advisory Board meetings are convened by the Scientific Director in consultation with the Chair of the Advisory Board and in compliance with article 7 (3). Minutes shall be taken for each Advisory Board meeting. For decisions taken by way of written procedure, article 7 (5) (3) shall apply.

(5) The Chair and the members of the Advisory Board perform these functions in a voluntary capacity.

## **§ 10 Visiting scientists (fellows)**

(1) Depending on the available positions and funding, the Board of Directors can invite established researchers and in certain cases other persons to the institute as visiting scientists within the meaning of article 2 (1) (b) for a period of up to two years. Visiting scientists are not members of the Association within the meaning of article 3. In justified cases, it is possible to extend fellowships for up to two more years. Other matters in this regard shall be settled by the IASS fellow concept.

(2) Decisions to issue invitations should take account of the international character of science and research. Care should be taken to achieve a balanced mix of age groups among the researchers.

(3) Depending on the funding and space available, the institute shall provide visiting scientists with work space and, if necessary, housing in Potsdam and funding for research-related travel and support staff. The Association's funding can be used to pay visiting scientists a salary (grant) and/or a sum to cover the costs that they or their home institution incur as a result of their stay in Potsdam. Agreements in this regard must be concluded with the Board of Directors and must be in writing.

(4) The members of the Alliance of German Research Organisations, which are also members of the IASS e.V., shall actively support visiting scientists.

## **§ 11 Budgetary and financial administration, auditing rights**

(1) Budgetary and financial administration for funding provided to the Association by public authorities shall be based on the budgetary regulations of the Federal Republic of Germany and on notifications of awards issued by the Federal Republic of Germany and the Federal State of Brandenburg.



(2) The Federal Republic of Germany and the Federal State of Brandenburg monitor the budgetary and financial administration of the Association. The Federal Audit Office and the Audit Office of the Federal State of Brandenburg are invested with the powers described in section 54 of the Act on the Principles of Budgetary Law of the Federal Republic of Germany and the Federal States (HGrG).

### **§ 12 Annual financial statements**

(1) The Board of Directors (article 9 (1)) must prepare the annual financial statements immediately after the end of the business year.

(2) As soon as the annual financial statements have been prepared, the Chair of the General Assembly must entrust the auditor appointed by the General Assembly with the task of auditing the annual financial statements and confirming that the Association's business is being conducted in a proper manner in accordance with section 53 (1) (1) of the Act on the Principles of Budgetary Law of the Federal Republic of Germany and the Federal States and supplementing the annual financial statements as necessary in accordance with section 53 (1) (2) of the same Act.

### **§ 13 Final provisions**

(1) These Articles of Association were adopted at the General Assembly meeting of 24 June 2015 and take effect as soon as they have been entered in the register of associations. They replace the Association's previous Articles of Association, which gained legal capacity with their entry in the register of associations on 15 May 2009 and were last amended on 4 June 2013.

(2) If the Association is dissolved or loses its tax-advantaged status, its assets must be transferred to one or more tax-advantaged independent research institutes headquartered in the Federal State of Brandenburg that are funded in accordance with the Administrative Agreement of 11 September 2007 between the Federal and *Länder* governments on the Establishment of a Joint Science Conference (GWK-Abkommen). These institutes must then use the transferred assets directly and exclusively for tax-advantaged purposes within the meaning of these Articles of Association; for fixed assets, the provision limiting the transfer to institutes in the Federal State of Brandenburg only applies when the assets can be put to proper use there. Decisions regarding the transfer of assets shall be made in agreement with the Federal Republic of Germany and the Federal State of Brandenburg, and can only be implemented once they have been approved by the relevant tax office.