

Statutes
of the
Public Foundation
Helmholtz Centre for Ocean Research Kiel
(GEOMAR)

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Based on Section 6 in conjunction with Section 11 of the German law establishing the foundation: "Helmholtz Centre for Ocean Research Kiel (GEOMAR)" dated 5 October 2011 (Law and Ordinance Gazette for the State of Schleswig-Holstein, p. 310), the Board of Governors of the Foundation passed a resolution on 4 January 2012 with the approval of the Ministry for Science, Economy and Traffic of the State of Schleswig-Holstein dated 31 January 2012 to adopt the following statutes:

Section 1

Legal form, head office, non-profit status, prohibited borrowing

- (1) The "Helmholtz Centre for Ocean Research Kiel (GEOMAR)" is a public-law foundation with legal capacity of the State of Schleswig-Holstein. Its registered office is in Kiel.
- (2) The Foundation directly and exclusively serves non-profit purposes for the public benefit within the meaning of the section on "Tax-privileged purposes" of the German Fiscal Code [Abgabenordnung].
- (3) The Foundation's activities are altruistic; it does not primarily pursue - economic purposes.
- (4) The Foundation is not entitled to raise or lend money or take out or give loans or to assume surety bonds, guarantees or similar liabilities.

Section 2

Purpose of the Foundation

- (1) The purpose of the Foundation is to carry out and promote ocean research at the top international level within the framework of the mission of the Hermann von Helmholtz-Gemeinschaft Deutscher Forschungszentren e.V. (HGF) [Hermann von Helmholtz Association of German Research Centres, a registered association], especially by means of
 - a) its own research and
 - b) supporting marine research in Germany through the coordination of, logistics for and technical assistance in joint ocean research projects as well as in national, European and international programmes.
- (2) To this end, the Foundation works closely with universities and research institutions at both a national and international level. It collaborates closely with the Christian-Albrechts University of Kiel (CAU).
- (3) The Foundation carries out basic research and development and is meant to stimulate, develop and coordinate further research programmes and research work. It promotes the collaboration between the fields of science and industry.
- (4) The Foundation supports young scientists.
- (5) The results of this scientific work are to be published for professionals and made available to the general public in a suitable manner.

- (6) The Foundation is entitled to execute all transactions that serve its purpose.

Section 3

Collaboration with the CAU

The Foundation works closely with the CAU. It provides personnel and facilities for training students from the CAU in the field of ocean research and ensures that the CAU can share the Foundation's own facilities. The Foundation shall conclude a cooperation agreement with the CAU in which both shall define the structure of the "Kiel Model" which includes, in particular, collaborative research, the implementation of joint appointments, allocation of professors to GEOMAR and a teaching commitment of, generally, 4 credit hours per week based on the relevant regulations of the Gemeinsame Wissenschaftskonferenz (GWK) [Joint Science Conference].

Section 4

Assets of the Foundation

The assets of the Foundation consist of funds provided to the Foundation by the federal German government, the State of Schleswig-Holstein as well as third parties and the earnings from these funds as well as from the objects and rights that were or will be created or acquired with these funds.

The assets of the Foundation may only be used for the purposes laid down in the Statutes.

Section 5

Budget of the Foundation

The financial statutes for research institutes of the Hermann von Helmholtz-Gemeinschaft Deutscher Forschungszentren e.V., as amended, shall apply. No person shall benefit from disproportionately high remuneration or expenses which are not covered by the purpose of the Foundation. Further details regarding financial management may be regulated in special principles of management that precede the budget.

Section 6

Bodies and committees of the Foundation

- (1) The bodies of the Foundation include:
 1. the Board of Governors,
 2. the Board of Directors.

- (2) The advisory committees of the Foundation include:
 1. the Scientific Advisory Board,
 2. the Scientific Council.

The members of the bodies and committees of the Foundation may receive appropriate remuneration.

Section 7

Duties of the Board of Governors

- (1) The Board of Governors supervises the legality, expediency and efficiency of the administration of the Foundation's business. Taking the opinion of the Scientific Advisory Board into consideration, the Board of Governors makes decisions on the basic issues concerning the Foundation, including financial matters.

- (2) After consulting the Board of Directors and the Foundation's advisory committees, the Board of Governors shall reach decisions on strategic and programme-related issues in the field of research, including the professional expertise of prominent positions in the scientific field.

- (3) The Board of Governors defines the annual budget and multiannual financial plans, including the programmes for expansion and investment. The Board of Governors audits the annual financial statement and annual report presented by the Board of Directors as well as the progress report of the Centre; it states whether or not it approves the annual financial statement and progress report of the Centre drawn up by the Board of Directors and decides on the formal approval of the actions of the Board of Directors.

- (4) In accordance with Section 17, the Board of Governors decides on amendments to the Statutes and the dissolution of the Foundation.

- (5) The Board of Governors appoints the members of the Board of Directors for a term of no more than five years. They may be reappointed. The Scientific Advisory Board and the Scientific Council must be consulted before members are appointed or reappointed. Only the Scientific Director must be consulted if the Board of Governors is considering the position of the Administrative Director.

- (6) The representative of the federal government on the Board of Governors shall conclude, amend and terminate the employment contracts with the full-time members of the Board of Directors. The Board of Governors shall be responsible for making claims for damages on behalf of the Foundation against members of the Board of Directors; to this extent, it represents the Foundation in court and out of court.
- (7) The Board of Governors appoints the members of the Scientific Advisory Board.
- (8) The following requires the previous consent of the Board of Governors:
 - a) exceptional measures and legal transactions that go beyond the scope of day-to-day operations and which could significantly influence the Foundation's activities, such as
 - important agreements on a collaboration with other national and international institutions and other facilities,
 - the purchase, sale and encumbrance of real estate and rights equivalent to real property, or
 - the acquisition, increase and sale of equity interests in companies,
 - b) significant changes or supplements to the previous assignments and significant organizational changes within the Foundation,
 - c) issuing rules of procedure for the bodies.

Section 8

Members of the Board of Governors

- (1) The Board of Governors shall consist of a maximum of nine members, who shall carry out their duties on a voluntary basis.
- (2) The following shall be members of the Board of Governors:
 - a) one member who is delegated and recalled by the Federal Ministry responsible for the promotion of scientific research,
 - b) one member who is delegated and recalled by the State Ministry responsible for the promotion of scientific research,
 - c) the President of the CAU,
 - d) the Dean of the Faculty of Mathematics and Natural Sciences of the CAU,
 - e) the Chairperson of the Scientific Advisory Board,
 - f) up to four representatives from the fields of science and industry who are appointed and recalled by the Federal Ministry responsible for the promotion of scientific research in agreement with the State Ministry responsible for the promotion of scientific research.
- (3) The Board of Governors shall elect a Chairperson and a Deputy Chairperson from among its members. The person who wins the most votes shall be elected. Unless otherwise determined, the election shall apply for the duration of the term of the elected person. The Board of Governors may vote the Chairperson out of office without specifying any reasons for this. Even without an important reason, the Chairperson may step down from their function before the end of their term by announcing this decision in writing. These regulations shall also apply for the Deputy Chairperson.
- (4) Members based on Paragraph 1(f) shall be appointed for a maximum period of three years, whereby the Scientific Director of the Foundation shall have the right to make recommendations. They may only be reappointed once. After their term expires, they shall remain in office until new appointments have been carried out.
- (5) The full-time members of the Board of Directors, the Chairperson of the Scientific Council, an academic and a non-academic member of the Staff Council (including the Chairperson) as well as the Equal Opportunities Officer shall be entitled to take part in an advisory capacity in the meetings of the Board of Governors and its committees, unless the Board of Governors decides otherwise in individual cases. If interests are affected that deal with equal opportunities for men and women, the Equal Opportunities Officer shall have the right to make a motion; the

same shall apply for the Staff Council's representatives if staff interests are directly affected. The President of the HGF e.V. shall have the right of hospitality. The Board of Governors can invite further guests to its meetings.

Section 9

Convening, resolutions of the Board of Governors

- (1) Generally, the Board of Governors is convened by the Chairperson once every mid-year term and once every year-end term. The Board of Governors shall be convened if the Deputy Chairperson, the Board of Directors or half the members of the Board of Governors make a formal proposal to do so.
- (2) The Board of Governors has a quorum if two-thirds of its members are present or represented in accordance with Item (3). The members delegated by the Federal Ministry and the State Ministry must be among those present.
- (3) Should they be unable to attend, those members of the Board of Governors in accordance with Section 8 (2 a and b) may be represented by members of their administration; those members in accordance with Section 8 (2 c, d and f) may be represented by another member of the Board of Governors who has been given written power of attorney for each individual case; the member of the Board of Governors in accordance with Section 8 (2 e) may be represented by the person who substitutes for them.
- (4) Decisions by the Board of Governors shall be taken by a majority of the valid votes.
- (5) Decisions by the Board of Governors in accordance with Section 7 (2, 3, 4, 8 a to c) and Section 8 (3) may not be taken against the votes of the members of the Board of Governors delegated by the Federal Ministry and the State Ministry in accordance with Section 8 (2 a and b).
- (6) In an emergency, the Chairperson or, if they are unable to attend, the Deputy Chairperson can reach decisions in a written procedure, provided no member immediately objects to this procedure. The result of this written procedure must be included in the minutes of the next meeting.
- (7) The Board of Governors can regulate further details, in particular the competences and procedures of its committees, in its rules of procedure.

Section 10

Board of Directors: members and duties

- (1) The Board of Directors manages the Foundation and is responsible for all of the business and matters concerning the Foundation, provided these Statutes do not explicitly state something else. There are two full-time members:
 - a) the Scientific Director and
 - b) an administrative member (the Administrative Director).The Board of Directors can appoint a further scientific member as a deputy of the Scientific Director.
- (2) The full-time members of the Board of Directors shall work for the Foundation on the basis of an employment contract concluded with the federal representative on the Board of Governors and receive an appropriate remuneration.
- (3) The Scientific Director shall chair the Board of Directors. S/He must be a scientist of international renown. S/He shall be known as the "Director of the Helmholtz Centre for Ocean Research Kiel" and represent the Foundation externally. S/He shall legally represent the Foundation together with the administrative member of the Board of Directors both in and out of court. The Scientific Director cannot be outvoted by the Board of Directors and, in particular, is responsible for the duties in accordance with Item 6, letters a, b, d and e.
- (4) The Scientific Director is the superior of the employees and trainees.
- (5) The administrative member of the Board of Director should have completed a Master's degree at a university or an equivalent degree. They shall be known as the "Administrative Director of the Helmholtz Centre for Ocean Research Kiel". S/He is the authorized person for the budget [Beauftragter für den Haushalt] and, in particular, responsible for the duties in accordance with Item 6 c).
- (6) The Board of Directors shall be responsible for
 - a) drawing up the research programmes, including the planning of collaboration with national and international institutions as well as the responsibility for their implementation and the evaluation of the results; furthermore, setting up and dissolving project groups;

- b) appointing and dismissing heads of research divisions;
 - c) drawing up the annual budget and multiannual financial plans, including the programmes for expansion and investment;
 - d) scientific collaboration with universities, other research institutions and other national and international facilities;
 - e) reporting regularly to the employees on the research programmes.
- (7) In matters regarding Item 6, letters a and b, the Board of Directors shall decide after being advised by the members of the expanded Board of Directors. In addition to the full-time members of the Board of Directors, the expanded Board of Directors consists of the heads of the research divisions as well as the Chairperson of the Scientific Council. Furthermore, it shall advise on all issues presented in individual cases by the full-time members of the Board of Directors. Guests may be invited to join these advisory sessions. Details can be regulated in the Board of Directors' rules of procedure.

Section 11

Scientific Advisory Board

- (1) The Scientific Advisory Board advises the Board of Governors and the Board of Directors on scientific issues of fundamental importance. It promotes contact with national and international institutions that are working in the same field as the Foundation.

It gives advice especially on the following matters:

- strategy and planning of the Centre's research and development work, especially within the framework of the Helmholtz-Gemeinschaft's funding methods;
 - promotion of the optimal use of research facilities and infrastructures, including logistic or coordinating work;
 - issues regarding collaboration with universities, other research institutions as well as international organisations;
 - evaluation of the results.
- (2) It consists of a maximum of twelve renowned national and foreign scientists who do not belong to the Foundation; in special cases, it may be extended on the basis of a resolution passed by the Board of Governors. The members are appointed by the Board of Governors for a maximum period of four years. They may be reappointed only once. (After being advised by the Scientific Council) the Board of Directors and the Scientific Advisory Board may make recommendations.

- (3) The Scientific Advisory Board shall elect a Chairperson and a Deputy Chairperson from among its members. The person who wins the most votes shall be elected. Unless otherwise determined, the election shall apply for the duration of the term of the elected person. The Scientific Advisory Board may vote the Chairperson out of office without specifying any reasons for this. Even without an important reason, the Chairperson may step down from their function before the end of their term by announcing this decision in writing. These regulations shall also apply for the Deputy Chairperson.
- (4) The Chairperson and the Deputy Chairperson of the Board of Governors, the full-time members of the Board of Directors and the Chairperson of the Scientific Council may attend the meetings of the Scientific Advisory Board, unless the Scientific Advisory Board decides otherwise in individual cases.
- (5) The Scientific Advisory Board shall meet at least once a year. It may invite guests to its meetings.
- (6) The Scientific Advisory Board may draw up its own rules of procedure.

Section 12

Scientific Council

- (1) The Scientific Council advises the Board of Directors on important scientific matters concerning the Foundation.
- (2) The Scientific Council is obliged to promote the scientific affairs of the Foundation and to maintain the scientific collaboration between the research divisions and the interdisciplinary project groups. In particular, the Scientific Council can make recommendations for:
 - the multiannual research programmes,
 - the orientation of future fields of research,
 - the formation and dissolution of research divisions, central facilities of the scientific infrastructure and interdisciplinary project groups.

- (3) The following shall be members of the Scientific Council:
 - a) the Heads of the Research Divisions,
 - b) the same number of representatives from the group of appointed professors from each research division,
 - c) one junior professor or one employee with a post-doctoral degree from each research division,
 - d) one staff scientist from each research division, elected for this position.
- (4) The members in accordance with Item 3 c to d shall be elected by the Foundation's staff scientists for a period of three years. Further details can be regulated in the election regulations issued by the Board of Directors.
- (5) The Scientific Council shall elect a Chairperson and a Deputy Chairperson from among its members. The Scientific Council has a quorum if two-thirds of its members, including the Chairperson or Deputy Chairperson, are present. Decisions shall be taken by a majority of the votes cast.
- (6) The Chairperson shall invite the members of the Scientific Council to a meeting at least twice a year or if the majority of the members makes a formal proposal to hold a meeting. The Chairperson shall send out the invitation, agenda and accompanying documents to the members and the Board of Directors no later than 14 days before the meeting.
- (7) The full-time members of the Board of Directors take part in an advisory capacity in the meetings of the Scientific Council. The Scientific Director informs the Scientific Council of important scientific matters concerning the Foundation.

Section 13

Organisational structure

- (1) The Foundation is divided into research divisions as well as the Administration and Central Facilities.
- (2) Each Research Division has a Head and a Deputy Head. After consultation with those members of the Scientific Council that are part of the research division in question, they are appointed by the Board of Directors for a period of up to three years from the group of professors appointed in accordance with Section 62 of the German law governing the universities and the University Clinic of Schleswig-Holstein dated 24 January 2007 [Gesetz über die Hochschulen und das Universitätsklinikum Schleswig-Holstein (Hochschulgesetz - HSG)]. They may be reappointed.
- (3) After consulting the professors in their research division, the Heads of the Research Divisions shall decide on the deployment of the employees, rooms, resources and funds allocated to them by the Director. The Director of the Foundation can reach a final decision on this matter.
- (4) The professors who work in a research division shall be jointly appointed by the CAU and GEOMAR. All further details shall be regulated in a cooperation agreement with the CAU.
- (5) Each research division can structure itself in research units. Within the scope of the resources they have allocated to the research units, the Heads of the Research Divisions may delegate the authorisation to make decisions in accordance with Item 3 to the heads of the research units.
- (6) In order to handle interdisciplinary research topics, project groups that exceed the individual research divisions and a project group leader may be set up for the duration of the individual project.

Section 14

Accounting and auditing

- (1) The Board of Directors shall draw up an account every year of the income and expenses as well as the assets and liabilities of the Foundation. Without prejudice to the legal rights of audit of the Federal Audit Office and the Audit Office of the State of Schleswig-Holstein, the annual financial statement shall be audited by an auditor or an auditing institution. The Board of Governors shall decide on an auditor, who shall be authorized by the Chairperson.

- (2) At the end of the calendar year, the Board of Governors, the supervisory authority (within the meaning of Section 9 of the German law establishing the foundation: "Helmholtz Centre for Ocean Research Kiel (GEOMAR)") and the auditing authorities shall be presented with an annual report.

Section 15

Publication of the total remuneration of the members of the Board of Directors and the Board of Governors

- (1) Every year, the Board of Directors and the Board of Governors shall draw up a report on their remuneration that shall be published in a suitable form. In this remuneration report, the entire remuneration for each member of the Board of Directors and each member of the Board of Governors for their work on behalf of the Foundation shall be set out in general comprehensible terms, individualized and listed according to individual components. For members of the Board of Directors, such remuneration shall also be included that was approved for the member or former member of the Board of Directors should they terminate their work or granted to them in the course of the business year. Should members of the Board of Governors receive remuneration, such remuneration or advantages for services provided personally, especially consultation or intermediation services, that were paid or granted by the Foundation to the member in question shall also be included as a separate item.

Section 16

Human resources

- (1) The Foundation is the employer of those people working there.
- (2) The tariff regulations that apply for the employees are regulated in the Establishment Act for GEOMAR.
- (3) The Federal German Travelling Expenses Act [Bundesreisekostengesetz] shall apply for all business trips undertaken by the employees and civil servants working at the Foundation.

Section 17

Amendments to the Statutes and dissolution of the Foundation

- (1) Resolutions concerning amendments to the Statutes and the dissolution of the Foundation cannot be adopted against the votes of those members of the Board of Governors delegated by the Federal Ministry

and the State Ministry. The Board of Directors and the Scientific Council must be consulted before such resolutions are passed. The resolutions shall only take effect after they have been approved by the supervisory authority (within the meaning of Section 9 of the German law establishing the foundation: "Helmholtz Centre for Ocean Research Kiel (GEOMAR)").

- (2) If the Foundation is dissolved or if its non-profit status ceases to apply, the Foundation's assets shall be transferred to the federal government and the State of Schleswig-Holstein, who shall use them directly and exclusively for non-profit purposes.

Section 18

Budgetary authorisation, right of audit

The budgetary authorisation of the financial supporters and the rights of audit of the Audit Offices shall not be affected.

Section 19

Entry into force

After approval from the Ministry for Science, Economy and Traffic of the State of Schleswig-Holstein, these Statutes shall enter into force on 1 January 2012.

Section 20

Validity

This document is the English translation of the German Statutes text as published in the Official Journal [Amtsblatt]. Only the German version is legally valid.