



## **Articles of Association of the Institute for Advanced Sustainability Studies e.V. (IASS)**

As of September 2<sup>nd</sup> 2009, last modified on June 4<sup>th</sup> 2013  
(4<sup>th</sup> 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, international elite institute for sustainability research: the Institute for Advanced Sustainability Studies (IASS).

The institute will develop innovative, 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 by functioning as a hub for strategic dialogue between researchers, policymakers, businesses and society.

Founding 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. (IASS) and is located in Potsdam. It shall be entered in the Potsdam register of associations. 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 social dialogue at the intersection of research and politics.

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 strategic dialogue with businesses, policymakers and society that accelerates the transfer of scientific knowledge to society
  - d. Forming strategic partnerships with selected universities and non-university research institutions to boost research collaboration
  - e. Communicating IASS findings to policymakers and the public
- (2) The Association is a non-profit organization. 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 the 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 Association consists of ordinary members and supporting members. Each ordinary member has one vote. Supporting members may participate in the deliberations of the General Assembly without being entitled to vote, unless the General Assembly decides otherwise in individual cases and with a majority vote of two-thirds of members.
- (2) The founding members are natural persons. They are ordinary members and they do not pay membership fees. The General Assembly can admit new ordinary members with a majority vote of two-thirds of members. Ordinary members elected after 4 June 2012 must be juristic persons furthering scientific or social objectives and they must be represented by their respective legal representatives. In exceptional cases, another high-ranking individual within such an organisation may be designated to represent a member in the General Assembly. The General Assembly may also appoint as ordinary members up to eight natural persons who have rendered outstanding services to the IASS.
- (3) At the recommendation of the Board of Management, the General Assembly can decide to admit as supporting members natural or juristic persons having legal capacity who provide the Association with funding or some other type of support.

### **§ 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 Management 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 with a majority vote of two-thirds of members.

## **§ 5 Bodies of the Association**

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

## **§ 6 General Assembly**

- (1) The General Assembly defines guidelines for the work of the Association. It performs the following tasks:
  - a) Approves the programme and the annual business plan
  - b) Approves the annual financial statement after it has been certified by an auditor and relieves the Board of Management
  - c) Appoints the auditor who audits the annual financial statement
  - d) Elects and dismisses the Board of Management, and approves its remuneration
  - e) Elects and dismisses the Strategy Advisory Board
  - f) Decides whether to admit new members
  - g) Decides on changes to the Articles of Association and on dissolving the Association
- (2) The Board of Management shall convene an Ordinary General Assembly at least once each year. A written invitation and agenda shall be sent to members at least one month before the meeting. The Board of Management proposes the agenda. At the request of an ordinary member and by decision of the General Assembly, items on the agenda can be added or changed at the start of the meeting.
- (3) The Board of Management can convene Extraordinary General Assemblies. It must convene the General Assembly if three members request that it do so. The second sentence of Paragraph 2 also applies in such cases. Exceptions shall be permitted when they are justified.
- (4) The General Assembly shall elect one of its members as its Chair for two years. This person may be re-elected. The Chair leads the meetings of the General Assembly.
- (5) The General Assembly has a quorum when at least one-third of members are present in person and at least two-thirds of votes are represented. Decisions require the majority of member votes, providing these Articles of Association do not specify otherwise. Decisions can be brought about in a written procedure if no members raise an immediate objection.
- (6) Ordinary members who cannot attend the General Assembly can transfer their vote to another ordinary member. No member may carry more than three votes.
- (7) The Chair of the Strategy Advisory Board can be invited to the meetings of the General Assembly and can participate in the deliberations but is not entitled to vote.
- (8) Minutes of the decisions of the General Assembly, signed by the Chair, must be sent to members no later than one month after the meeting.

## **§ 7 Board of Management**

- (1) The Association's Board of Management consists of at least two directors: one Executive Director and at least one Scientific Director. Each director represents the association to the



outside world on his or her own. The Executive Director is the spokesperson for the Board of Management. In derogation of the first sentence, the Board of Management can consist of just the Executive Director for up to one year after the Association has been entered in the register of associations.

- (2) If the Board of Management is unable to discharge its duties, it will be represented by the Secretary General. The Board of Management is supported by the Secretary General.
- (3) Directors are elected by the General Assembly for a term of five years. They can only be voted out of office with good cause. Directors can be re-elected. If an election for a new director does not take place on time or if an elected director takes up his or her post later than scheduled, the previous director shall remain on the Board of Management for as long as is necessary.
- (4) The Board of Management performs the following tasks:  
The Board of Management develops the institute's thematic focus, its strategic medium-term research programme and the goals of its strategic dialogue. It decides which limited-duration research projects to fund and which fellows to invite. It consults with the Strategy Advisory Board in the process.  
The Board of Management conducts day-to-day business and draws up the annual business plan and the annual financial statement.  
The Board of Management prepares the General Assembly and is responsible for implementing its decisions.  
The Board of Management engages in strategic dialogue with businesses, policymakers and society in accordance with the purpose of the Association and consults with the Strategy Advisory Board in the process.
- (5) Each member of the Board of Management is entitled to fair remuneration. According to Section 6(1)(d) of these Articles of Association, the General Assembly determines the amount of remuneration.
- (6) The Board of Management can set up Board of Management Committees to advise it and aid it in reaching decisions. These committees will consist of independent members who are chosen by the Board of Management and work on a voluntary basis.
- (7) Details shall be settled by Rules of Procedure that must be approved by the General Assembly.

## **§ 8 Secretary General**

- (1) The Secretary General is elected by the General Assembly for a term of five years after being recommended by the Board of Management. The Secretary General is a full-time employee of the Association and can be re-elected. He or she must hold academic qualifications in a scientific discipline. In addition, the Secretary General may pursue his or her own scientific work.
- (2) The Secretary General conducts the business of the Association on his or her own responsibility. He or she supports the Board of Management in its duties. The Secretary General has the right of initiative and can participate in the deliberations of the Board of Management in an advisory capacity.
- (3) An essential duty of the Secretary General is to organize the institute's operations, and to support the Board of Management in preparing and implementing the General Assembly and the



meetings of the Strategy Advisory Board. Under the Board of Management's guidelines, the Secretary General develops strategic dialogue, scientific exchange, partnerships within the Excellence Initiative, and communication of the institute's findings.

### **§ 9 Strategy Advisory Board**

- (1) The Strategy Advisory Board advises the Board of Management and the General Assembly on all of the Association's affairs. In particular, the Board of Management works with it to discuss ideas for the institute's thematic focus, strategic and medium-term research programme, specific planned research projects, the fellows it invites and the focus of its strategic dialogue.
- (2) The majority of the Strategy Advisory Board is composed of scientists. It also includes prominent experts working in the area of social dialogue. The Strategy Advisory Board can be made up of a maximum of eight people. They are elected by the General Assembly for a period of three years and can be re-elected.
- (3) In derogation of Paragraph 2, the first members shall be elected in thirds, with each third having a term of two, three and four years respectively, so that the term of one third of members ends each year beginning at the conclusion of the second year.
- (4) If a member of the Strategy Advisory Board resigns before his or her term ends, the successor shall hold the post until the end of the term.
- (5) The Strategy Advisory Board elects one of its members as its Chair.
- (6) The Board of Management shall convene meetings of the Strategy Advisory Board. The second sentence of Section 6(2) shall apply in such cases. Meetings shall be taken for each meeting. For decisions brought about in a written procedure, the third sentence of Section 6(5) shall apply.
- (7) The Chair and the members of the Strategy Advisory Board perform these functions in a voluntary capacity.

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

- (1) Depending on the positions and funding that are available, the Board of Management can invite established researchers (and other persons on a case-by-case basis) to the institute as visiting scientists within the meaning of Section 2(1)(b), limited to a period of two years. Visiting scientists are not members of the Association within the meaning of Section 4. In justified cases, it is possible to extend fellowships for up to two more years.
- (2) Decisions to issue invitations should take into account the international character of the science and research. Care should be taken to achieve a balanced mix of age groups among the scientists.
- (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 an amount to offset 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 Management and must be in writing.

- (4) The Alliance of German Research Organisations and its institutions shall actively support visiting scientists.

### **§ 11 Budgetary and financial administration**

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 State of Brandenburg. Funding from other Association funders shall be administered in accordance with their conditions.

### **§ 12 Final provisions**

- (1) These Articles of Association take effect on 2 February 2009.
- (2) The General Assembly must approve changes to the Articles of Association with a majority vote of two-thirds of its members.
- (3) Paragraph 2 also applies to decisions to dissolve the Association. If the Association is dissolved or loses its tax-advantaged status, its assets must be transferred to one or more tax-advantaged independent research institutions headquartered in the State of Brandenburg that are funded according to the Administrative Agreement between the Federal and Länder Governments on the Establishment of a Joint Science Conference (GWK Agreement) of 11 September 2007. These institutions must then use the 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 institutions in the State of Brandenburg only applies when the assets can be put to correct use there. Decisions regarding the transfer of assets shall be made in agreement with the Federal Republic of Germany and the State of Brandenburg, and can only be implemented once they have been approved by the relevant tax office.

N.B. This is an English translation of the official "Articles of Association of the Institute for Advanced Sustainability Studies e.V. (IASS)" from German into English.