

Statutes

of the Potsdam-Institut für Klimafolgenforschung e.V. (PIK) [Potsdam Institute for Climate Impact Research (PIK)]

1

Name and registered office

The association bears the name "Potsdam-Institut für Klimafolgenforschung e.V. (PIK)" and has its registered office in Potsdam.

2

Purpose and functions

- (1) The purpose of the association is to promote science and research. This purpose is achieved in particular through research projects and the organisation of scientific events, the production of publications and the award of research contracts.
- (2) The association has the task of investigating the immediate and potential effects of global change on the environment and society. The main instruments of investigation are system analysis, modelling and computer simulation. They shall be used in particular to predict or assess regional consequences of global environmental changes. In addition, political and socio-economic management strategies are to be developed that either ensure the avoidance of unacceptable events or optimally combine prevention and adaptation measures.
- (3) The institute will cooperate with institutions that complement the research activities of PIK and especially with those institutions that provide the input data for modelling. Above all, PIK will cooperate nationally and internationally with universities, colleges, universities of applied sciences and non-university research institutions.

- (4) On the basis of section 8 para. 1, the association can take on further tasks related to its purpose.
- (5) The association promotes the implementation of the principles of equality between women and men and the compatibility of family and working life.

3

Non-profit status of the institute

- (1) The association exclusively and directly pursues charitable purposes in the sense of the "tax-privileged purposes" section of the German Fiscal Code.
- (2) The association is non-profit-making; it does not primarily pursue its own economic purposes.
- (3) Funds of the association may only be used for the statutory purposes. The members do not receive any allowances from the association's funds.
- (4) No person or institution may benefit from expenses that are unrelated to the purpose of the association or by disproportionately high remuneration.

4

Membership

- (1) The association has natural and legal persons as full members with voting rights; the Federal Republic of Germany (federal government) and the State of Brandenburg (federal state) as legal entities are members with voting rights. In addition, natural and legal persons who have committed themselves to the Statutes and objectives of the institute may be admitted as non-voting extraordinary members.
- (2) Members are admitted on the basis of a written application for admission or a proposal of the General Assembly and the consent of the person proposed. The Board of Trustees decides on admission.
- (3) Membership is free of charge.

- (4) Membership expires upon death, voluntary resignation or by exclusion of a member, in the case of legal entities membership expires by voluntary resignation or by exclusion, deletion, dissolution or loss of legal personality. Resignation must be declared in writing to the Board of Directors. The General Assembly can decide to expel a member with a two-thirds majority of the members if the member's remaining in the association would damage the reputation of the association or its interests. The member shall be heard before the decision on his/her expulsion is taken.

5

Organs of the association

Organs of the association are:

- a) the General Assembly
- b) the Board of Trustees
- c) the Board of Directors
- d) the Scientific Advisory Board

6

The General Assembly

- (1) The General Assembly takes place at least once a year. The Board of Directors invites the relevant parties to the meetings of the General Assembly in writing, with notification of the agenda; a period of 21 days must be observed.
- (2) The duly convened General Assembly shall constitute a quorum regardless of the number of members present and represented with voting rights, provided that at least one third of the members are present and the federal government or the federal state is represented.
- (3) In the event of being prevented from attending, an ordinary member may be represented by another ordinary member; the federal government and the federal state can only represent each other. One member may represent a maximum of two other members. Representation shall be based on a written power of attorney relating to the respective individual General

Assembly or individual agenda items/resolutions; the power of attorney shall be submitted to the Chairperson of the General Assembly.

- (4) Resolutions are passed by a simple majority of votes, unless otherwise required by law or the Statutes.
- (5) A resolution is also valid without a meeting of the members if all members entitled to vote declare their agreement to the resolution in writing or in text form in accordance with section 126 b BGB (German Civil Code).
- (6) Minutes are to be taken of the decisions of the General Assembly, which are to be signed by the Chairperson of the General Assembly; they are to be sent to the members in good time before the next meeting.

7

Functions of the General Assembly

- (1) The General Assembly elects a Chairperson and a Deputy Chairperson for a period of three years.
- (2) The General Assembly elects the members of the Board of Trustees as defined in section 8 para. 2 letters g), h) and i).
- (3) The General Assembly decides on motions to amend the Statutes, including the motion to dissolve the institute. These decisions require the approval of the federal government and federal state.
- (4) The General Assembly receives the report of the Board of Directors on the general situation and the scientific work of the institute. It approves the annual accounts and discharges the Board of Directors.

8

Board of Trustees

- (1) The Board of Trustees decides on all fundamental matters of the institute. It determines the guidelines for the institute's activities and supervises the Board of Directors.

- (2) The Board of Trustees consists of nine full members with voting rights. These include:
 - a) a member seconded and recalled by the federal state and chairing the meeting,
 - b) a member delegated and dismissed by the federal government (Deputy Chairperson),
 - c) the Chairperson of the General Assembly,
 - d) the President of the University of Potsdam or a high-ranking representative of the respective institution appointed by her or him,
 - e) the President of Freie Universität Berlin or a high-ranking representative of the respective institution appointed by her or him,
 - f) the President of the Humboldt-Universität zu Berlin or a high-ranking representative of the respective institution appointed by her or him,and the following members to be elected in accordance with section 7 para. 2:
 - g) a scientist from the field of global change research,
 - h) a representative from the business community,
 - i) a representative from an environmental organisation.

- (3) The Board of Directors shall participate in the meetings of the Board of Trustees in an advisory capacity, unless the Board of Trustees determines otherwise in individual cases.

The Chairperson of the Scientific Advisory Board shall attend the meetings of the Board of Trustees as a permanent guest of the Board of Trustees in an advisory capacity. If she or he is prevented from attending, his or her deputy shall attend the meeting of the Board of Trustees in an advisory capacity.

The Chairperson of the Employees' Council or, if she or he is prevented from attending, his or her elected deputy, may attend the meetings of the Board of Trustees, unless the Board of Trustees determines otherwise in individual cases.

The Equal Opportunities Officer or, if prevented from attending, his or her elected deputy may attend the meetings of the Board of Trustees, unless the Board of Trustees determines otherwise in individual cases.

- (4) The members referred to in paragraph 2(h) and (i) shall be elected for a period of four years, re-election being permissible. At the end of the term of office, they shall remain in office until their successor is elected.

The Board of Trustees has a quorum if all full members or their appointed representatives have been duly invited and at least half of the members or their appointed representatives are present or, in exceptional cases, are connected by suitable means of telecommunication (e.g. video conference) or are represented in accordance with paragraph 5. The Chairperson or Deputy Chairperson must be present. Resolutions shall be adopted by a majority of the votes cast, unless otherwise provided in these Statutes. In the event of a tie, the vote of the Chairperson or, in his or her absence, the vote of the Deputy Chairperson shall be decisive.

- (5) In the event of being prevented from attending, full members may have their written voting message delivered by another full member or have themselves represented by another full member – also with regard to the exercise of voting rights; the members of the Board of Trustees pursuant to paragraph 2 letters a) and b) may only represent each other. One member may represent a maximum of two other members. Representation shall be based on a written power of attorney relating to the respective individual meeting of the Board of Trustees or individual agenda items/resolutions; the power of attorney shall be submitted to the Chairperson of the Board of Trustees. Irrespective of this representation, if a member of the Board of Trustees is prevented from attending in accordance with paragraph 2 letter a) or b), a member of the respective administration may attend the meeting of the Board of Trustees with the right to speak but without the right to vote.
- (6) Resolutions on issues of significance with respect to research and science policy, with significant financial implications and with regard to management personnel may not be passed against the vote of the representative of the federal government or the representative of the federal state.
- (7) The Board of Trustees shall be convened by or on behalf of the Chairperson at least once, or

normally twice per calendar year, in writing, stating the agenda, with 21 days' notice. In urgent cases the notice period for convening can be waived. In addition, the Board of Trustees shall be convened if the members of the Board of Trustees pursuant to paragraph 2 letter a) or b) or at least four full members request it. Minutes shall be taken of the meeting and of the resolutions of the Board of Trustees, which shall be signed by the Chairperson of the Board of Trustees and by the person taking the minutes; they shall be sent to the members in good time before the next meeting.

- (8) In urgent cases, the Board of Trustees may also pass resolutions in writing (if necessary in text form in accordance with section 126 b BGB (German Civil Code)), provided that no member of the Board of Trustees objects to this procedure immediately. These resolutions must be recorded in writing in a timely manner, submitted to the Board of Trustees for information and presented as minutes at the next meeting of the Board of Trustees. If decisions are not reached in summary proceedings, the procedure shall be in accordance with section 11 para. 8.

9

Functions of the Board of Trustees

- (1) The Board of Trustees is responsible in particular for the following tasks:
- a) the resolutions on the principles of the institute's work and on its organisation and business distribution plan as well as the rules of procedure of the Board of Directors,
 - b) the approval of the draft programme budget for the year after next, including the medium-term financial planning, as well as the decision on the final version of the programme budget for the following year, taking into account the procedures specified by the Joint Science Conference; if necessary, with declarations of reservation for the adoption of the budgets of the federal government and the federal state,
 - c) examining and approving the institute's activity report for the previous year and the research plans for the following year, to be submitted by the Board of Directors,
 - d) consent to the conclusion, amendment and termination of employment contracts above and beyond the scope of collective bargaining agreements and to the granting of other benefits above and beyond the scope of collective bargaining agreements with senior staff of the institute,

- e) the appointment of members of the Scientific Advisory Board,
 - f) the appointment of the Board of Directors in accordance with section 10 and resolutions on the dismissal of members of the Board of Directors,
 - g) the approval of legal transactions that go beyond the scope of the institute's current business operations,
 - h) the preparation of proposals for the General Assembly on questions of the Statutes and on the dissolution of the institute,
 - i) the examination of the annual financial statements presented by the Board of Directors and the preparation of a recommendation for the General Assembly based on the results of the verification of the use of funds for its approval and for the discharge of the Board of Directors.
- (2) The Board of Trustees may issue instructions to the Board of Directors insofar as these are within the scope of the areas of responsibility specified in paragraph 1.

10

The Board of Directors

- (1) As a rule, the Board of Directors consists of three members: two Scientific Directors and the Administrative Director.
- (2) The members of the Board of Directors are appointed and dismissed by the Board of Trustees. The term of office of the members of the Board of Directors is limited to a maximum of five years. Reappointments are permissible.
- (3) The members of the Board of Directors may receive appropriate remuneration. The contracts of employment with the members of the Board of Directors shall be concluded, amended and terminated by the Chairperson of the Board of Trustees, who represents the association in this respect, in accordance with section 9(1)(d).
- (4) In accordance with section 26 BGB (German Civil Code), the association is individually represented in and out of court by the Board of Directors. Further details shall be determined by the rules of procedure of the Board of Directors adopted by the Board of Trustees pursuant to section 9 para. 1 letter a).

- (5) In case of incapacity or temporary vacancy
 - a) of both Scientific Directors, the Chairperson of the Board of Trustees may delegate to a senior scientist of PIK the authority to temporarily represent the Scientific Directors.
 - b) the Chairperson of the Board of Trustees may delegate to an employee of PIK experienced in administration the authority to temporarily substitute the Administrative Director.
- (6) The scope of the power of representation may be limited.

11

Functions of the Board of Directors

- (1) The Board of Directors manages the institute. In particular, it coordinates the overarching scientific goals of the research departments and supervises the organisational units of the institute, including administration. Further details are regulated by the rules of procedure of the Board of Directors adopted by the Board of Trustees in accordance with section 9 (1) (a).
- (2) The Board of Directors shall conduct the current business of the institute within the framework of these Statutes and the rules of procedure of the Board of Directors adopted by the Board of Trustees and in accordance with the decisions of the Board of Trustees and the programme budget.
- (3) The Board of Directors shall inform the Board of Trustees in all important matters; if these involve significant financial consequences, the Board of Trustees shall be informed promptly and in writing. The Board of Directors is obliged to provide the Board of Trustees with information on all matters concerning the institute at all times.
- (4) Further tasks of the Board of Directors include in particular:
 - a) the drafting and ongoing adaptation of rules of procedure for the Board of Directors,
 - b) the conduct of the proper business of the institute,
 - c) the performance of scientific work in the institute,
 - d) the powers of the institute's staff under employment law, taking into account section 9 (1) (d),

- e) the preparation and implementation of the programme budget and its timely submission to the Board of Trustees,
 - f) the submission of the institute's activity report for the previous year to the Board of Trustees with the dispatch of the documents for the first meeting of the year; if no meeting is held in the first half of the year, the submission shall be made by 15 June each year at the latest,
 - g) the annual submission of a work plan to the Board of Trustees for the following year, with dispatch of the documents for the second meeting of the year; if no meeting is held in the second half of the year, the submission shall be made by 15 November at the latest,
 - h) the preparation of the meetings of the Board of Trustees.
- (5) In particular, the Board of Directors is advised in the development of the scientific research profile or the programme budget by a committee (Scientific Council) consisting of leading scientists of PIK. Further details are regulated by the Board of Directors in the Board of Directors' rules of procedure.
- (6) The Administrative Director is an authorised representative for the budget (BdH) within the meaning of section 9 of the LHO (Landeshaushaltsordnung des Landes Brandenburg) [State Budgetary Regulation for the State of Brandenburg]. He or she must be involved in all measures of financial importance. Details of the tasks and responsibilities pursuant to section 9 LHO are governed by the rules of procedure of the PIK Board of Directors.
- (7) In urgent cases which cannot be postponed and for which good cause is given, the Board of Directors or a member of the Board of Directors appointed from among its members may, in consultation with the Chairperson of the Board of Trustees, take provisional decisions within the meaning of section 8 para. 8, which, in order to be valid, require a decision by the Board of Trustees at the latest at the next meeting of the Board of Trustees.

12

The Scientific Advisory Board

- (1) The Scientific Advisory Board consists of at least six and at most twelve members with voting rights who are not employees of the institute. They are appointed by the Board of Trustees after hearing the Board of Directors. The Board of Directors and the Scientific Advisory

Board may submit personnel proposals to the Board of Trustees.

- (2) The Scientific Advisory Board elects from among its members the Chairperson and his/her deputy for the duration of the term of office. The term of office of the members of the Scientific Advisory Board is four years, reappointment is permitted once.

13

Functions of the Scientific Advisory Board

- (1) The Scientific Advisory Board advises the Board of Trustees and the Board of Directors on important scientific and organisational issues. It is independent in its advisory activities.
- (2) The Scientific Advisory Board develops proposals and recommendations on the research fields to be worked on by the institute and its work planning. It comments on the draft programme budgets and makes recommendations on the use of resources.
- (3) The Scientific Advisory Board advises the Board of Directors on medium-term research and development planning and on national and international cooperation.
- (4) It assesses the institute through regular audits in line with the requirements of external evaluation in federal and state funding (Senate Committee for Evaluation of the Leibniz Association) and informs the Board of Trustees of the results of its assessment. It periodically, usually every three years, evaluates the institute's research achievements and work plans in a written report.
- (5) The Scientific Advisory Board supports the Board of Trustees in recruiting management personnel and in important decisions on the further development of the institution; it comments on appointment proposals and on proposals for the appointment of the Board of Directors.
- (6) The Scientific Advisory Board shall meet at least once a year at the invitation of its Chairperson. The Board of Directors shall inform the Scientific Advisory Board on all matters of importance for its advisory activities. In order to fulfil its tasks, the Scientific Advisory Board has an appropriate right to information.

14

Financing, application of national budgetary rules

- (1) Financing is provided by grants from the State of Brandenburg together with the federal government and the other federal states in accordance with the conditions of the implementation agreement on the GWK Agreement on joint funding of member institutions of the Leibniz Association. In addition, the association may, within the framework of its statutory tasks, take on research assignments which are to be shown separately as third-party funding in the programme budget or in the annual financial statements. It is also entitled to accept donations to finance its expenses.
- (2) Third-party funds are to be managed in accordance with the conditions of the third-party donor, unless legal provisions to the contrary apply; in all other respects, the budgetary regulations of the federal state apply accordingly.
- (3) The institute's financial year is the calendar year.

15

Right of inspection

- (1) The institute's job management and economic management, its duty to present accounts and the right to have its accounts audited by the institute's supervisory bodies shall be governed by the regulations of the federal state and by the grantor's funding decisions. The Board of Trustees may delegate the auditing of accounts to an external auditor.
- (2) The check on the use of funds is the responsibility of the Ministry of Science and Research of the federal state in which the association has its registered office.
- (3) The institute is also subject to the audit of the federal state's Court of Auditors. The rights of the responsible minister of the federal government and the Federal Audit Office (section 91 BHO) remain unaffected.

16

Dissolution of the institute

- (1) In the event of loss of legal capacity or if the institute ceases to fulfil its functions as specified in section 2 (2), it may be dissolved upon application. The General Assembly decides on the dissolution of the association with a three-quarters majority.
- (2) In the event of dissolution of the association or if tax-privileged purposes cease to exist, the real estate and objects provided by the federal state must be returned to the federal state.
- (3) In the event of the dissolution or abolition of the association or in the event of the cessation of tax-privileged purposes, the assets of the association shall otherwise, in agreement with the federal government and the State of Brandenburg, fall to a legal person under public law or to another tax-privileged corporation for the purpose of use for the promotion of science and research in the field of climate or climate-related research.

The Statutes were adopted at the founding meeting on 18.12.1991 and were amended

- a) in the resumed founding meeting on 27.11.1992,
- b) at the General Assembly on 10.12.1993,
- c) at the General Assembly on 29.11.2000,
- d) by the General Assembly in written circulation on 10.10.2003 and
- e) at the General Assembly on 07.12.2004 and unanimously adopted in the present version.
- f) at the General Assembly on 13.11.2009 and unanimously adopted in the present version.
- g) at the General Assembly on 12.11.2010 and unanimously adopted in the present version.
- h) at the General Assembly on 09.11.2012 and unanimously adopted in the present version.
- i) at the General Assembly on 15.06.2018 and unanimously adopted in the present version.

Entered in the register of associations at the Potsdam district court on 12.09.2018.