



Articles of association of the Potsdam Institute for Climate Impact Research e.V. (PIK)

§ 1

Name and registered office

The association bears the name "Potsdam Institute for Climate Impact Research e.V." and is based in Potsdam.

§ 2

Purpose and tasks

- (1) The purpose of the association is to promote science and research. This purpose is realised in particular through research projects and the organisation of scientific events, the production of publications and the awarding of research contracts.
- (2) The organisation has the task of investigating the acute and potential effects of global change on the environment and society. The main tools of the investigation are system analysis, modelling and computer simulation. With their help, the regional consequences of global environmental changes in particular are to be predicted or estimated. 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 organisations that are conducive to PIK's research activities and in particular with those organisations that provide the input data for the

modelling. In particular, PIK will collaborate nationally and internationally with universities, colleges, universities of applied sciences and non-university research institutions.

- (4) The association can take on further tasks related to its purpose on the basis of § 8 Para. 1.
- (5) The organisation promotes the implementation of the principles of gender equality and the compatibility of family and career.

§ 3

Non-profit status of the institute

- (1) The association pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code.
- (2) The association is selflessly active; it does not primarily pursue its own economic purposes.
- (3) The association's funds may only be used for the purposes set out in the articles of association. Members shall not receive any benefits from the Association's funds.
- (4) No person or institution may be favoured by expenses that are alien to the purpose of the association or by disproportionately high remuneration.

§ 4

Membership

- (1) The association has natural persons and legal entities as ordinary members with voting rights; the Federal Republic of Germany (Federal Government) and the State of Brandenburg (State) are members with voting rights as legal entities. In addition, natural and legal persons who have committed themselves to the statutes and objectives of the Institute may be admitted as non-voting associate members.

- (2) Members are admitted on the basis of a written application for admission or a proposal by the General Meeting and the consent of the proposed person. The Board of Trustees decides on admission.
- (3) Membership is free of charge.
- (4) Membership expires through death, voluntary resignation or expulsion of a member, in the case of legal entities upon voluntary resignation or expulsion, cancellation, dissolution or loss of legal status. Resignation must be declared in writing to the Board of Directors. The General Meeting may decide to expel a member by a two-thirds majority of the members if the member's continued membership would damage the reputation of the association or its interests. The member should be heard before the decision to expel is made.

§ 5

Organs of the organisation

The organs of the association are

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

§ 6

The General Meeting

- (1) The General Meeting takes place at least once a year. The Board of Directors shall issue written invitations to the meetings of the General Meeting, stating the agenda; a notice period of 21 days must be observed. The General Meeting can also be held as a virtual meeting or as a hybrid event (combination of face-to-face and online meeting).

The chairperson will announce which form is to be used with the invitation.

- (2) The duly convened General Meeting is quorate regardless of the number of members present and represented with voting rights, provided that at least one third of the members are in attendance and the federal or state government is represented.
- (3) If a full member is unable to attend, he or she may be represented by another full member; the federal and state governments may only represent each other. A member may represent a maximum of two other members. Representation takes place on the basis of a written authorisation that relates to the respective individual General Meeting or individual agenda items/resolutions; the authorisation must be submitted to the chairperson of the General Meeting.
- (4) Resolutions are passed by a simple majority of votes, unless otherwise stipulated by law or the Articles of Association.
- (5) A resolution is also valid without a meeting of the members if all members entitled to vote declare their consent to the resolution in writing or in text form in accordance with Section 126 b BGB.
- (6) Minutes shall be taken of the resolutions of the General Meeting, which shall be signed by the Chairperson of the General Meeting; they shall be sent to the members in good time before the next meeting.

§ 7

Tasks of the General Meeting

- (1) The General Meeting elects a Chairperson and a Deputy Chairperson for a term of three years.

- (2) The General Meeting elects the members of the Board of Trustees within the meaning of Section 8 (2) letters g), h) and i).
- (3) The General Meeting decides on motions to amend the Articles of Association, including the motion to dissolve the Institute. These resolutions require the approval of the federal and state governments.
- (4) The General Meeting receives the report of the Board of Directors on the general situation and the scientific work of the Institute. It approves the annual financial statements 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 monitors the Board of Directors.
- (2) The Board of Trustees consists of nine full members with voting rights. These include
 - a) one member, who is delegated and recalled by the state and chairs the committee,
 - b) one member who is delegated and recalled by the Federal Government (Deputy Chair),
 - c) the Chairperson of the General Meeting,
 - d) the President the University of Potsdam or a high-ranking representative from the respective institution appointed by him or her,
 - e) the President of Freie Universität Berlin or a high-ranking representative from the respective institution appointed by him or her,
 - f) the President of Humboldt-Universität zu Berlin or a high-ranking representative from the respective institution appointed by him or her, as well as the following members to be elected in accordance with Section 7 (2):
 - g) a scientist from the field of global change research,
 - h) a representative of the business community,

- i) a representative of an environmental organisation.
- (3) The Board of Directors participates 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 attends the meetings of the Board of Trustees in an advisory capacity as a permanent guest of the Board of Trustees. If he or she is unable to attend, his or her deputy attends the Board of Trustees meeting in an advisory capacity.

The Chairperson of the Works Council or, if he or she is unable to attend, 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 he or she is unable to attend, his or her elected deputy may participate in the meetings of the Board of Trustees, unless the Board of Trustees determines otherwise in individual cases.

- (4) The members pursuant to paragraph 2 letters h) and i) are elected for a term of four years, re-election is permitted. After expiry of the term of office, they remain in office until the election of their successor.

The Board of Trustees shall constitute a quorum if all ordinary members or their appointed representatives have been duly invited and at least half of the members or their appointed representatives are present or represented in accordance with para. 5; the meeting of the Board of Trustees may also be held as a virtual meeting or as a hybrid event (combination of face-to-face and online meeting). The chairperson shall announce the form in which the meeting is to be held with the invitation. The chairperson or the deputy chairperson must be in attendance. Resolutions are passed by a majority of the votes cast, unless otherwise stipulated in these Articles of Association. In the event of a tie, the Chairperson has the casting vote

or, in his or her absence, the vote of the deputy chairperson.

- (5) In the event of being prevented from attending, an ordinary member may have his/her written voting message submitted by another ordinary member or represented by another ordinary member - also with regard to the exercise of voting rights; the members of the Board of Trustees pursuant to para. 2 letters a) and b) may only represent each other. A member may represent a maximum of two other members. Representation shall be on the basis of 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 must be submitted to the Chairperson of the Board of Trustees. Irrespective of this representation, if a member of the Board of Trustees is unable to attend in accordance with paragraph 2 letter a) or b), a member of the respective administration may attend the Board of Trustees meeting with the right to speak but without the right to vote.
- (6) Resolutions on matters of research and science policy importance, with significant financial implications and relating to management staff cannot 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, usually twice per calendar year, in writing with 21 days' notice, stating the agenda. In urgent cases, the notice period may be waived. The Board of Trustees must also be convened if the members of the Board of Trustees pursuant to para. 2 letters a) or b) or at least four ordinary members so request. Minutes shall be taken of the meeting and the resolutions of the Board of Trustees, which shall be signed by the Chairperson of the Board of Trustees and 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 adopt resolutions by written circulation procedure (if necessary in text form in accordance with Section 126 b BGB), provided that no member of the Board of Trustees immediately objects to this procedure. These resolutions must be promptly recorded in writing, submitted to the Board of Trustees for information and presented as minutes at the next meeting of the Board of Trustees. If resolutions are not passed by urgent procedure, the procedure shall be in accordance with § 11 para. 8.

§ 9

Tasks of the Board of Trustees

- (1) The Board of Trustees is responsible for the following tasks in particular:
- a) the resolutions on the principles of the Institute's work and on its organisational and business allocation 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 resolution 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 reservations regarding the adoption of the federal and state budgets,
 - c) reviewing and approving the Institute's activity report for the previous year and the work plan for the following year, to be submitted by the Board of Directors,
 - d) the approval of the conclusion, amendment and cancellation of above- and below-tariff employment contracts and the granting of other above- or below-tariff benefits to senior employees of the Institute,
 - e) the appointment of members of the Scientific Advisory Board,

- f) appointing the Board of Directors in accordance with Section 10 and passing resolutions on the dismissal of members of the Board of Directors,
 - g) the approval of legal transactions that go beyond the scope of the ongoing business operations of the institute,
 - h) preparing proposals for the General Meeting on matters relating to the Articles of Association and the dissolution of the Institute,
 - i) the audit of the annual financial statements submitted by the Board of Directors and the preparation of a recommendation for the General Meeting based on the results of the audit of the statement of utilisation 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 para. 1.

§ 10 Board of Directors

- (1) As a rule, the Board of Directors consists of three members, namely 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 permitted.
- (3) The members of the Board of Directors may receive appropriate remuneration. The employment contracts with the members of the Board of Directors are 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 of the German Civil Code (BGB), the Association is represented in and out of court by the Board of Directors individually. Further details are determined by the Board of Trustees in accordance with § 9 Para. 1 Letter
 - a) the rules of procedure adopted by the Board of Directors.
- (5) In the event of incapacity to act or temporary vacancy
 - a) of both Scientific Directors, the Chair of the Board of Trustees may authorise a scientist at PIK to temporarily deputise for the Scientific Directors.
 - b) of the Administrative Director, the Chair of the Board of Trustees may authorise a PIK employee with administrative experience to temporarily deputise for the Administrative Director.
- (6) The scope of the power of representation can be limited.

§ 11

Tasks of the Board of Directors

- (1) The Board of Directors manages the Institute. In particular, it coordinates the overarching specialist matters of the research areas and supervises the organisational units of the Institute, including the administration. Further details are governed 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 manages the day-to-day business of the Institute within the framework of these Articles of Association and the rules of procedure of the Board of Directors adopted by the Board of Trustees and in compliance with the resolutions of the Board of Trustees and the programme budget.

- (3) The Board of Directors must inform the Board of Trustees of all important matters; if these have significant financial implications, the Board of Trustees must be informed promptly and in writing. The Board of Directors is obliged to provide the Board of Trustees with information on all matters relating to the Institute at all times.
- (4) Other tasks of the Board of Directors include in particular
- a) the development and ongoing adjustment of rules of procedure for the Executive Board
 - b) the proper conduct of the Institute's business,
 - c) the realisation of scientific work at the institute,
 - d) the personnel-related authorisations for the employees of the Institute in compliance with Section 9 (1) (d),
 - e) the preparation and implementation of the programme budget and its timely submission to the Board of Trustees,
 - f) submission of the Institute's activity report for the previous year to the Board of Trustees with the documents being sent to the first meeting of the year; if no meeting is held in the first half of the year, the report must be submitted by 15 June of each year at the latest,
 - g) the annual submission of a work plan to the Board of Trustees for the following year, with the documents being sent to the second meeting of the year; if no meeting is held in the second half of the year, the plan must be submitted by 15 November at the latest,
 - h) preparing the meetings of the Board of Trustees.
- (5) The Board of Directors is advised in particular on the development of the scientific research profile or the programme budgets by a committee consisting of senior PIK scientists (Scientific Council). The Board of Directors regulates the details in the Board of Directors' rules of procedure.
- (6) The Administrative Director is the budget officer (BdH) within the meaning of Section 9 of the LHO (Landeshaushaltsordnung - State Budget Code).

of 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. The professional independence of the practice of the profession within the meaning of Section 46 (3) BRAO is contractually and actually guaranteed. He or she is not subject to any general or specific instructions in professional matters that would inhibit an independent analysis of the legal situation and case-by-case legal advice. He or she is not subject to any instructions regarding the manner in which certain legal issues are to be handled and assessed. He or she works on his or her own professional responsibility.

- (7) In urgent cases that cannot be postponed and are justified, 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, make provisional decisions within the meaning of Section 8 (8), which require a decision by the Board of Trustees at the next meeting of the Board of Trustees at the latest in order to remain effective.

§ 12

The Scientific Advisory Board

- (1) The Scientific Advisory Board consists of a minimum of six and a maximum of twelve voting members who are not employees of the Institute. They are appointed by the Board of Trustees after consultation with 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 the Chairperson and Deputy Chairperson from among its members for the duration of their term of office. The term of office of the members of the Scientific Advisory Board is four years; they may be reappointed once.

§ 13

Tasks 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 draws up 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 as well as on national and international cooperation.
- (4) It assesses the Institute through regular audits analogous to the requirements of external evaluation in federal and state funding (Senate Committee on Evaluation of the Leibniz Association) and informs the Board of Trustees of the results of its assessment. Periodically, usually every three years, it evaluates the Institute's research achievements and work plans in a written report.
- (5) The Scientific Advisory Board supports the Board of Trustees in the recruitment of management staff and in important decisions on the further development of the institution; it gives its opinion on appointment proposals and on proposals for the appointment of the Board of Directors.
- (6) The Scientific Advisory Board meets at least once a year at the invitation of its chairperson. The Board of Directors informs the Scientific Advisory Board of all matters relevant to its advisory activities. In order to fulfil its tasks, the Scientific Advisory Board has an appropriate right to information. The Scientific Advisory Board can also be organised in the form of a virtual or hybrid meeting.

The form in which the event is to take place is announced by the chairperson with the invitation.

§ 14

Financing, application of budgetary regulations of the country

- (1) Funding is provided by grants from the state of Brandenburg together with the federal government and the other states in accordance with the implementation agreement to the GWK agreement on joint funding of the member institutions of the Leibniz Association. In addition, the association can accept research contracts within the scope of its statutory tasks, which are to be shown separately as third-party funds in the programme budget or in the annual financial statements. It is also authorised to accept donations to finance its expenses.
- (2) Third-party funds are to be managed in accordance with the terms and conditions of the third-party funding provider unless otherwise stipulated by law; otherwise, the budgetary regulations of the federal state apply accordingly.
- (3) The Institute's financial year is the calendar year.

§ 15

Audit rights

- (1) The Institute's staff management and financial management, its obligation to render accounts and the right to audit by the Institute's supervisory bodies shall be governed by the regulations of the federal state and the grant notices issued by the donor. The Board of Trustees may delegate the auditing of accounts to an external auditor.
- (2) The Ministry responsible for science and research in the host country is responsible for verifying the use of funds.

- (3) The Institute is also subject to audits by the State Court of Auditors. The rights of the responsible federal departmental minister and the Federal Audit Office (Section 91 BHO) remain unaffected.

§ 16

Dissolution of the institute

- (1) If the Institute loses its legal capacity or ceases to fulfil the tasks specified in Section 2 (2), it may be dissolved upon application. The General Meeting decides on the dissolution of the organisation with a majority of three quarters.
- (2) If the association is dissolved or its tax-privileged purposes cease to exist, the real estate and objects provided by the state must be returned to the state.
- (3) In the event of the dissolution or cancellation of the association or the discontinuation of tax-privileged purposes, the assets of the association shall otherwise be transferred to a legal entity under public law or another tax-privileged corporation in agreement with the Federal Government and the State of Brandenburg for the purpose of promoting science and research in the field of climate or climate-relevant research.

The articles of association adopted at the founding meeting on 18 December 1991 are

- a) at the resumed inaugural meeting on 27 November 1992,
- b) at the general meeting on 10 December 1993,
- c) at the general meeting on 29 November 2000,
- d) by the general meeting by written circulation procedure on 10 October 2003 and
- e) were amended at the General Meeting on 7 December 2004 and adopted unanimously in the present version.
- f) were amended at the General Meeting on 13 November 2009 and adopted unanimously in the present version.

- g) were amended at the General Meeting on 12 November 2010 and adopted unanimously in the present version.
- h) were amended at the General Meeting on 9 November 2012 and adopted unanimously in the present version.
- i) were amended at the General Meeting on 15 June 2018 and unanimously adopted in the present version.
- j) were amended at the General Meeting on 19 November 2021 and unanimously adopted in the present version.
- k) were amended at the General Meeting on 10 November 2023 and unanimously adopted in the present version.

Entered in the register of associations at Potsdam Local Court on 29.01.2025