

This translation is for information only—only the German version shall be legally valid and enforceable.

## **Charter for the “Hamburg Institute for Advanced Study e.V. (HIAS)”**

dated 13 December 2019

### **Section 1 Name, registered office, fiscal year**

(1) The Association bears the name “Hamburg Institute for Advanced Study,” hereinafter referred to as “HIAS,” and has its registered office in Hamburg. The Association shall be registered with the register of associations, and subsequently add the abbreviation “e.V.” to its name.

(2) The Association’s fiscal year is the calendar year.

### **Section 2 Purpose of the Association, public benefit**

(1) The Association domiciled in Hamburg shall exclusively and directly pursue non-profitable purposes as defined in the section entitled “Tax-Privileged Purposes” of the German internal revenue code (Abgabenordnung, AO).

(2) The purpose of the Association is to promote science and research in the humanities and social sciences, life sciences, natural sciences, engineering sciences, and the arts. In particular, the purpose of the Charter shall be realized through the operation of an interdisciplinary and internationally-oriented institute domiciled in Hamburg, which shall appoint domestic and foreign guest scholars (Fellows) to carry out individually-developed research projects in Hamburg. During their stay, the institute shall provide financial and administrative support and shall promote the exchange and transfer of knowledge between the Fellows by organizing and carrying out scholarly events on interdisciplinary topics. The Fellows will present their research results to the interested public at scholarly events organized by the institute (e.g., in the form of lectures or symposia).

(3) The Association itself is altruistic. Pursuit of commercial purpose is not its primary intent. The Association’s funds may only be used for purposes, which are in conformity with the Charter. Members shall not receive any benefits from the Association’s funds. No person may receive benefits through expenditures, which are alien to the purpose of the Association, or through disproportionately high remuneration.

### **Section 3 Members**

(1) The Members of the Association are:

1. Academy of Sciences and Humanities in Hamburg
2. Bucerius Law School – Hochschule für Rechtswissenschaften in Hamburg
3. HafenCity University Hamburg
4. Helmut Schmidt University—University of the Federal Armed Forces (HSU)

5. Hochschule für bildende Künste Hamburg (Hamburg University of Fine Arts)
6. The Hamburg University of Music and Drama
7. Hamburg University of Technology (TUHH)
8. Universität Hamburg

(2) Upon application, additional members may be admitted to the Association by the adoption of a resolution passed by a two-thirds majority of the Members. Membership is open to legal entities and natural persons.

(3) Members may adopt a resolution requiring remittance of association dues or membership fees. These must be laid out in a contribution regulation.

(4) Membership shall terminate upon death, liquidation, resignation, or expulsion. A resignation requires six months' written notice prior to the end of the calendar year to the Association's Board. A Member may be expelled, if the Member contravenes this Charter or otherwise substantially harms the Association. A Member may be expelled upon a vote of a two-thirds majority of the Members.

#### **Section 4 The Association's institutional bodies**

The Association's institutional bodies are the General Meeting of Members, Board of Members, Executive Committee, and Advisory Council.

#### **Section 5 General Meeting of Members**

(1) The annual business plan will be set at the annual General Meeting. The Members shall be responsible for accepting the Board's annual report and financial statements and approving their actions. The Members must appoint an auditor to audit the annual financial statements.

(2) In accordance with the relevant provisions, the Members shall elect a Board (Section 6 subsections 1 and 2), the Executive Committee members (Section 7 subsection 1), and Advisory Council members (Section 9 subsection 3).

(3) The Board convenes the annual General Meeting. Invitations must be in writing. They must set forth the agenda of the meeting and be received by the Members at least four weeks prior to the meeting.

(4) The Board may convene an extraordinary members' meeting and subsection 3 sentences 2 and 3 apply mutatis mutandis. Such a meeting must be convened upon request from one-fifth of the Members.

(5) For each meeting, the Members shall elect a chair to preside over the meeting and secretary to take the minutes of the meeting.

(6) There shall be a quorum for the meeting when at least a third of the Members are personally in attendance and at least two-thirds of all voting rights are represented. Members unable to attend a meeting, may issue a written proxy to another Member. No Member may have more than three proxies. Resolutions must be adopted by a majority of the Members. This also applies to elections.

(7) Members of the Executive Committee, the Board, and the Advisory Council shall be invited to the General Meetings. They shall only have a consultative vote.

(8) The secretary shall record the resolutions passed by the Members at a meeting, which the secretary must then sign and dispatch to the Members no later than one month after the meeting.

### **Section 6 Board of Members**

(1) The Board (Section 26 of the German Civil Code, BGB) consists of four representatives from the Member institutions elected by the Members, as well as of the Secretary-General. Universität Hamburg and the Academy of Sciences and Humanities in Hamburg shall nominate one candidate each for election to the Board. The Board is responsible for the management of the Association. The Board shall appoint a chair from among its members. The Board shall exercise its authority through the majority action of its members.

(2) The term of office for Board members shall be five years. Board members may be removed from office by three-quarters of the Association Members. Re-election is possible. Board members shall hold office until the newly elected successors take office.

### **Section 7 Executive Committee**

(1) The Executive Committee shall consist of four scholars of the highest esteem who shall, as far as possible, represent the disciplines set forth in Section 2 subsection 2 sentence 1. They shall be elected by the Members for a term of five years. Re-election is possible. The Executive Committee shall appoint a Chair from among its members to represent HIAS in academic, scholarly, and scientific matters. The Chair can receive an appropriate compensation.

(2) Based upon recommendations from the Advisory Council, the Executive Committee shall decide on the appointment of Fellows and the HIAS program.

(3) The Executive Committee shall provide the Board and the Secretary-General with recommendations for the operation of HIAS, program matters, and Fellows.

### **Section 8 Secretary-General as special representative**

(1) The Association's daily operations shall be managed by a special representative pursuant to Section 30 BGB. This shall always be the Secretary-General, who shall be determined by the Association's Members both as a Board member and as special representative. The Secretary-General shall prepare and submit a business plan via the Board to the Members for approval. The Secretary-General runs HIAS' day-to-day business within the scope of the directions provided by the Board and the Executive Committee and is endowed with the authority to generally and actively manage the business, administrative, and personnel affairs of the Association. He/she represents the Association within the scope of his/her duties.

(2) An office is assigned to the Secretary-General, the staff of which shall assist in managing HIAS' business and operations and provide assistance and support for the Fellows during their sojourn as well as provide academic services and solutions for routine problems.

(3) The Secretary-General can receive a commensurate remuneration as well as a compensation.

**Section 9 Advisory Council**

- (1) The Advisory Council provides the Board and the Executive Committee with advice and counsel in all HIAS academic, scholarly, and scientific matters and shall recommend Fellows to the Executive Committee for appointment.
- (2) The Advisory Council may be composed of up to ten members, comprising outstanding internal and external scholars as well as non-scholastic individuals.
- (3) Association Members shall elect Advisory Council members for a three-year term upon nomination by the Board or the Executive Committee. Re-election is possible.
- (4) The Advisory Council shall appoint a spokesperson from among its members.
- (5) The spokesperson shall convene Advisory Council meetings at least twice a year in consultation with the Board and the Executive Committee. Section 5 subsections 3, 5, 6, and 7 apply mutatis mutandis.
- (6) Advisory Council service is pro bono.

**Section 10 Fellows**

- (1) Specially qualified scholars (Fellows) shall be appointed to HIAS in accordance with the number of available places. They shall not be Members of the Association within the meaning of Section 3.
- (2) The appointment must take into account the international character of science and research. A balance of older and younger scholars is desired.
- (3) The Fellows shall not be subject to any directions or instructions with respect to their scholarly activities at HIAS.
- (4) Contingent on available resources and space, HIAS shall supply the Fellows with work opportunities and housing, where appropriate. They may be paid remuneration or compensation from HIAS funds for expenses that they incur as a result of their stay at HIAS. Agreements on this shall be executed with the Board, and must be made in writing.

**Section 11 Amendments to the Charter**

- (1) The Members may amend the Charter upon a resolution adopted by a two-thirds majority of the Members.
- (2) The Board is authorized to make requisite changes to the Charter for the entry of the Charter and any Charter amendments in the register of associations, which shall also apply to any changes required by the German internal revenue office as well as for any editorial changes deemed appropriate.

**Section 12 Dissolution of the Association**

- (1) The Association may only be dissolved upon the unanimous resolution of all Members.

(2) The Association's assets and property shall devolve to the Free and Hanseatic City of Hamburg upon the dissolution or liquidation of the Association or the discontinuation of the tax-privileged purpose, which it must directly and exclusively use for charitable, benevolent, or ecclesiastical purposes.

**Section 13 Effective date**

This Charter was adopted on 9 January 2019 at the initial meeting of Members and shall become effective upon being filed with the register of associations.