

**Statutes**  
of the  
**Max Planck Society**  
for the Advancement of Science \*



- as amended on 14 June 2012 -

All personal function designations in this Statute are to be understood as being gender neutral.

**Name and purpose**  
**Article 1**

- (1) The purpose of the Max Planck Society for the Advancement of Science (hereinafter: the Society) is to support science. This purpose is achieved in particular through the operation of research institutes (hereinafter: Institutes). The Society carries on the tradition established by the former *Kaiser-Wilhelm-Gesellschaft zur Förderung der Wissenschaften e. V.* (Kaiser Wilhelm Society for the Advancement of Science). It is a special concern of the Max Planck Society to counteract discrimination of any kind.
- (2) The Institutes of the Society pursue scientific research freely and independently.
- (3) The Society pursues exclusively and directly the non-profit goals mentioned above in para. 1 within the meaning of the section regarding "tax-privileged purposes" included in the 1977 *Abgabenordnung* (general tax code). The Society acts selflessly; it does not primarily pursue economic purposes.
- (4) The funds of the Society may be employed for statutory purposes only. Members (see Art. 3), do not receive grants from Society funds. No person may profit from expenditures which are foreign to the Society's purpose or from disproportionately high remuneration.
- (5) Pursuant to Section 58 No. 1 of the *Abgabenordnung* (general tax code), the Society may grant funds for the realisation of the non-profit goals specified in para. 1 to another corporate body or for the realisation of the non-profit goals specified in para. 1 by a legal entity constituted under public law. The granting of funds to a corporate body with unlimited tax liability constituted under private law presupposes that this corporate body does itself enjoy tax-privileged status. In addition, the dispensation of funds pursuant to Section 58 No. 2 of the *Abgabenordnung* (general tax code) is permissible.

**Registered seat**  
**Article 2**

The Society's registered seat is Berlin.

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\* The official name of the Society is "Max-Planck-Gesellschaft zur Förderung der Wissenschaften e. V.", to be rendered in English as "Max Planck Society for the Advancement of Science". The Statutes of the Max Planck Society were adopted by the Society's General Meeting in German. Only the German version is authoritative.

## **Membership Article 3**

The following are Members of the Society:

1. Supporting Members,
2. Scientific Members,
3. *Ex officio* Members,
4. Honorary Members.

## **Supporting Members Article 4**

- (1) Supporting Members of the Society are natural persons, juridical persons under public or private law and non-independent foundations or associations which do not have legal personality.
- (2) Applications for membership should be addressed to the President. When submitting an application, juridical persons, non-independent foundations and associations which do not have legal personality shall appoint one individual as their representative in the Society; notice must be given of any change.
- (3) Admission is decided on by the Senate.
- (4) Supporting Members of the Society are obligated to pay yearly membership dues. The General Meeting shall decide on the amount of the dues to be paid. When doing so, it may set different amounts for natural persons on the one hand, and juridical persons, non-independent foundations and associations that do not have legal personality on the other.
- (5) The membership fee must be paid annually by 31 January.

## **Scientific Members Article 5**

- (1) Scientific Members of the Society are the Scientific Members of the Institutes, the Emeritus Scientific Members and the External Scientific Members of the Institutes.
- (2) Scientific Members of an Institute are appointed on the basis of outstanding scientific achievements. They must work at the Institute as permanent employees.
- (3) A former Scientific Member of an Institute or a person who either maintains or has maintained close scientific cooperation with the Institute may be appointed as an External Scientific Member of that Institute.
- (4) Nomination and appointment, based on a proposal submitted by the director or head of an Institute, an independent department or an independent research establishment (hereinafter: head of an Institute), are made by the Senate subsequent to hearing the Section of the Scientific Council concerned. A nomination should not be made against the Section's will. If the head of the Institute is not a Scientific Member, the right to make a proposal is left to the President in consultation with the head of the Institute.
- (5) Scientific Members of the Institutes become Emeritus Scientific Members upon reaching the age of 65.
- (6) Scientific Members of the Society are exempt from paying membership dues.

## ***Ex officio* Members**

## **Article 6**

- (1) *Ex officio* Members of the Society are the Members of the Senate and those heads of Institutes who are not Scientific Members of an Institute.
- (2) *Ex officio* Members are exempt from paying membership dues.

## **Honorary Members**

### **Article 7**

- (1) Researchers and supporters of science who are to be recognized for special contributions to research may be appointed Honorary Members of the Society.
- (2) Appointment is approved by the General Meeting on the recommendation of the Senate.
- (3) Honorary Members are exempt from paying membership dues.

## **Voting rights**

### **Article 8**

Each member has only one vote when votes are taken in the decision-making process, whether the member is a Supporting, a Scientific, an *ex officio* Member or an Honorary Member, or holds membership in more than one capacity.

## **Termination of membership**

### **Article 9**

- (1) Membership terminates in case of death; with regard to juridical persons, non-independent foundations or associations which do not have legal personality, in case of dissolution; and through voluntary resignation or the expulsion of a member.
- (2) In case of the death of a Supporting Member, an heir or a community of heirs may, subject to approval by the Senate, continue the deceased's membership.
- (3) Resignation by a member shall be tendered in a written declaration addressed to the President. Resignation is permitted only as of the end of December of the current year.
- (4) Expulsion of a member can be decided by the Senate with a two-thirds majority if the member's continued affiliation with the Society would injure its reputation or its interests. The member should be heard before the decision is adopted.
- (5) Membership can also be terminated by a decision of the Senate if, despite repeated reminders, of which at least one must be by registered mail and with reference to this regulation, the member has fallen behind on the payment of membership dues by more than one year.
- (6) Capacity as a Scientific Member of an Institute also terminates when the Senate has determined the member's departure from the Institute.

## **Organs of the Society**

### **Article 10**

- (1) The Society's organs are:
  1. the President,
  2. the Senate,
  3. the Executive Committee,
  4. the General Meeting,
  5. the Scientific Council and its Sections.

- (2) The President and members of bodies can receive reimbursements and expense allowances for their activities.
- (3) The liability of the President and the members of bodies towards the Society and the Members is limited to intent and gross negligence.

**President  
Article 11**

- (1) The Society is represented by the President.
- (2) He formulates the basic aspects of the Society's science policy.
- (3) In particular, the President has the following rights and duties:
  - a) He serves as chairman of the Senate, the Executive Committee and the General Meeting;
  - b) He confirms the election of Senators and Honorary Senators as well as the nomination of Senators in accordance with Art. 12, para. 6 and 7;
  - c) He pronounces the nomination and appointment of the heads of Institutes and of Scientific Members and executes their employment contracts according to Art. 17, para. 1, sentence 2; he also pronounces their removal from office;
  - d) He confirms the scientific staff employees elected at the Institutes as members of the Sections and, in cases of doubt, he establishes the termination of their membership subsequent to their departure from the Institute (see Art. 23, para. 3);
  - e) He has the right to attend meetings of the Scientific Council and its Sections in an advisory capacity even though he is not a voting member of these organs;
  - f) He ensures trustful collaboration within the Society; in particular, he appoints mediators and mediation commissions (see Art. 30).
- (4) In cases which cannot be deferred, the President may make decisions exceeding the above-outlined authority. He informs the relevant bodies of such decisions as soon as possible.
- (5) The deputy of the President is that Vice President whom the President has so designated; in the absence of a designation, the President's deputy is either the Vice President who has held the office the longest or, in case of equally long terms of office, the eldest Vice President. In particular matters, the President may authorize any member of the Executive Committee to act on his behalf.

**Senate  
Article 12**

- (1) The Senate is composed of the President and a minimum of 12 - but not more than 32 - elected Senators. An appropriate number of researchers and scholars, in particular from the Max Planck Society, should belong to the Senate.
- (2) Especially deserving members of the Senate can be elected as Honorary Senators after their term of office has expired. They are not included in the minimum and maximum numbers of members mentioned in para. 1. They attend Senate meetings in an advisory capacity.
- (3) Senators and Honorary Senators are elected by the General Meeting in a secret ballot. Senators are elected to a six-year term of office; Honorary Senators are elected for life by a two-thirds majority. A Senator who does not belong to the Executive Committee may subsequently be re-elected for one additional term of office. A Senator chosen in an official capacity is only elected for the duration of that office. Details shall be regulated by a set of election procedures to be adopted by the General Meeting.

- (4) In addition, the chairman of the Scientific Council, the chairmen of its Sections and the Secretary (or Secretaries) General are *ex officio* members of the Senate.
- (5) Each Section elects one scientific staff employee from its midst to join the Senate for the duration of his affiliation to the Section.
- (6) The *Gesamtbetriebsrat* (general works council) of the Max Planck Society may delegate its chairman to the Senate.
- (7) The German federal government may nominate two federal ministers or undersecretaries as members of the Senate; the ministers of education and finance of the *Länder* (states) may jointly appoint a total of three state ministers from their midst.
- (8) The Senate is convened by the President as necessary or upon request of one-third of its members.

### **Article 13**

- (1) The Senate may decide on all matters concerning the Society which have not been reserved by the Statutes for the General Meeting.
- (2) In particular, it has the following rights and duties:
  - a) It elects the President and the other members of the Executive Committee in accordance with Art. 16;
  - b) It decides to found or integrate and to dissolve or dismember Institutes and independent departments; these decisions are adopted by the Senate with a two-thirds majority subsequent to hearing the Scientific Council Section that is involved;
  - c) It adopts the By-laws of the Institutes;
  - d) It decides on the nomination and appointment as well as the removal of heads of Institutes with due regard to the Institutes' particular legal circumstances subsequent to hearing the relevant Section of the Scientific Council; an appointment or a removal shall not be effected against the Section's objection; the same applies to the nomination and appointment as well as the removal of Scientific Members of an Institute;
  - e) It decides on the appointment of an acting head of an Institute when necessary;
  - f) It recommends to the President the appointment of mediators subsequent to hearing the Section concerned (see Art. 11, para. 3f and Art. 30);
  - g) It exercises the authority which, according to the Institutes' By-laws, is generally assigned to the Senate or the Society;
  - h) It decides on the involvement of the Society in enterprises outside the Max Planck Society and the treatment of facilities of the Society which are not Institutes within the meaning of these Statutes;
  - i) It determines the overall budget;
  - k) It can transfer this power to the President, the Executive Committee or the Administrative Headquarters. Subject to the rights which the directors of Institutes have according to Art. 28, para. 3m, it decides on the acceptance and disbursement of funds allocated to the Society to support its tasks;
  - l) It adopts the annual report and presents it to the General Meeting; the report also shall provide information on the undertakings of the Society which have commenced or are planned;
  - m) It adopts the annual accounts, which must be submitted to the General Meeting for review and approval;
  - n) It decides on honours to be bestowed by the Society.

- (3) It convenes a standing committee to deliberate questions of research policy and research planning.

**Audit Committee / Employment Committee**  
**§ 14**

- (1) The Senate shall establish an Audit Committee and an Employment Committee as decision-making bodies.
- (2) The following provisions shall apply to the Audit Committee:
- a) The task of the Audit Committee is to audit the lawful implementation of the budget and the due and proper preparation of the Society's accounts as well as the effectiveness of its risk and compliance management. The Audit Committee submits proposals to the General Meeting for the appointment of external auditors, defines the scale and scope of the audit assignment and receives the auditors' report. The Committee also receives the annual report by the internal auditing department and is authorised to cause further audits to be undertaken in individual cases. The Audit Committee reports to the Senate on its audits and resolutions.
  - b) The Audit Committee is comprised of two elected Senators within the meaning of Art. 12 para. 1 of the Statutes and one further member of the Society who does not belong to the Senate. Persons who are members of the management board or who are employed by or in receipt of a pension from the Society are not eligible for membership of the Audit Committee. The Chairman of the Committee and at least one other member should possess the necessary expertise in financial and economic matters. Members are elected by the Senate for a term of three years; re-election is possible on two occasions. Deputy membership is excluded.
  - c) The Chairman of the Audit Committee is determined by the Committee itself.
- (3) The following provisions shall apply to the Employment Committee:
- a) The task of the Employment Committee is to decide upon the remuneration of and upon the approval of ancillary activities undertaken by the President, and upon the remuneration of and approval of ancillary activities undertaken by the other members of the Executive Committee by virtue of their position. The Employment Committee is further tasked with deciding upon the remuneration of former Presidents in return for the performance of tasks for the Society.
  - b) The Employment Committee is comprised of two elected Senators within the meaning of Art. 12 para. 1 of the Statutes and one further member of the Society who does not belong to the Senate. Persons who are members of the management board or who are employed by or in receipt of a pension from the Society are not eligible for membership of the Employment Committee. Members are elected by the Senate for a term of three years; re-election is possible on two occasions. Deputy membership is excluded.
  - c) The Chairman of the Employment Committee is determined by the Committee itself.
- (4) Further details of the composition and operation of the two Committees are in each case determined by rules of procedure to be issued by the Senate at the proposal of the Executive Committee.

**Executive Committee**  
**Article 15**

The Executive Committee is composed of the President, at least two Vice Presidents, the Treasurer and two to four additional members.

**Article 16**

- (1) The President is elected separately by the Senate by a two-thirds majority in a secret ballot. The election is for six years. Re-election for one consecutive term of office is permitted.
- (2) The Vice Presidents, the Treasurer and the additional members of the Executive Committee are elected by the Senate from among its members for six years. Re-election for only one consecutive term of office is permitted.

**Article 17**

- (1) The Executive Committee forms together with the Secretary (or Secretaries) General the managing board within the meaning of German law. The participation of two members of the managing board, one of whom must be a member of the Executive Committee, is necessary for the making of legally binding statements.
- (2) The Executive Committee, upon the request of the President or three of its members, prepares important decisions for the Society and advises the President. It passes the necessary resolutions and decisions.
- (3) Through the President, it supervises and can give instructions to the Administrative Headquarters.

**Article 18**

- (1) The Executive Committee draws up the overall budget and submits it to the Senate for adoption before the start of the fiscal year. Prior to any reduction in an Institute's proposed budget, the head of the Institute and, at his request, the chairman of the respective Section of the Scientific Council shall be given the opportunity to state their opinions, unless it is a question of a uniform reduction in the budgetary proposals for all Institutes.
- (2) After the end of the fiscal year, the Executive Committee prepares the annual report and the annual accounts.

**Article 19**

- (1) The Executive Committee is convened by the President as necessary or at the request of three of its members.
- (2) Important Institute matters should be discussed by the Executive Committee with the heads of the Institutes concerned and the respective Section chairman of the Scientific Council.
- (3) The Executive Committee can adopt its own rules of procedure, which require confirmation by the Senate.

**Administrative Headquarters**  
**Article 20**

- (1) The Administrative Headquarters is headed by one or more Secretaries General appointed by the President on the basis of a Senate decision. In the event that the Secretaries General are prevented from exercising their duties, the President determines who shall head the Administrative Headquarters.
- (2) The Administrative Headquarters carries out the Society's day-to-day business. Measures concerning the administration of its assets are taken in agreement with the Treasurer.
- (3) The Administrative Headquarters supports the Society's organs and Institutes in fulfilling their administrative tasks. It examines the administration of the Institutes, in particular adherence to the budgets.
- (4) The Secretaries General attend meetings of the Executive Committee in an advisory capacity.
- (5) Further details shall be regulated by a set of operating procedures adopted by the Executive Committee.

### **General Meeting Article 21**

- (1) The General Meeting consists of the Members of the Society.
- (2) It has the following rights and duties:
  - a) It elects the Senators and Honorary Senators in accordance with Art. 12;
  - b) It appoints Honorary Members in accordance with Art. 7;
  - c) It appoints auditors to conduct an annual audit of the lawful implementation of the budget and the due and proper preparation of the Society's accounts, as well as the effectiveness of its risk and compliance management.
  - d) It receives the annual report presented by the Senate; inquiries and comments pertaining to the report, which it addresses to the Senate, must be dealt with by the Senate during the next General Meeting at the latest;
  - e) It audits and approves the annual accounts submitted by the Senate and grants approbation;
  - f) It renders decisions on matters which are within the Senate's area of responsibility and which are submitted by the Senate for decision;
  - g) It adopts amendments to the Statutes; a two-thirds majority is required;
  - h) It resolves the dissolution of the Society in accordance with Art. 32.

### **Article 22**

- (1) The ordinary General Meeting is convened by the President once a year.
- (2) An extraordinary General Meeting shall be convened by the President as necessary or at the request of one-fourth of the Society's members or at the request of the Senate.

### **Scientific Council Article 23**

- (1) The Scientific Council consists of the Scientific Members of the Institutes and the scientific staff employees elected by the Institutes to the Sections. Those heads of Institutes who are not Scientific Members of an Institute also belong to the Scientific Council.
- (2) The Scientific Council is divided into a Biology and Medicine Section; a Chemistry, Physics and Technology Section; and a Human Sciences Section. Affiliation with a Section depends on the tasks pursued by the Institute to which the Scientific Member and the



scientific staff employee belong. A Section can affiliate a member of another Section as a permanent guest in an advisory capacity.

- (3) One scientific staff employee at each Max Planck Institute is elected to the corresponding Section for a period of three years. His Section membership expires if he leaves the Institute or the Institute holds a new election. The employee must be suited to the Section's tasks on the basis of his scientific credentials. In general, re-election is not permitted. Election must be confirmed by the President after he has verified compliance with the election criteria. Further details shall be governed by a set of election regulations adopted by the Senate.
- (4) Each Section elects a chairman and a vice chairman for a period of three years. Re-election is permitted for only one consecutive term of office. The term of office of the chairman or the vice chairman expires after a new election or if the office holder leaves the Section.
- (5) The Scientific Council elects a chairman and a vice chairman for a period of three years, although at most for the duration of their membership in the Council. Re-election for a consecutive term of office is not permitted.

#### **Article 24**

- (1) The Scientific Council deliberates matters common to all Sections, particularly those which are important with respect to the Society's scientific development. The Scientific Council can submit requests to the Senate and make recommendations to the Sections.
- (2) The Scientific Council can convene standing committees from its midst and assign them certain responsibilities in order to fulfil its tasks. In other matters, the Scientific Council regulates its proceedings independently.
- (3) The President reports to the Scientific Council annually. The Council may comment on the report.
- (4) The Scientific Council is convened by its chairman once a year, and as required or upon the request of one-third of its members. Emeritus Scientific Members and External Scientific Members of the Institutes may attend its meetings as guests in an advisory capacity.

#### **Article 25**

- (1) The Sections of the Scientific Council discuss matters common to their Institutes and can submit relevant applications to the Senate as well as to the Scientific Council. They advise the Senate in accordance with Art. 13, para. 2b, d and f in reaching decisions regarding Institutes, heads of Institutes, Scientific Members, and in proposing mediators.
- (2) Section members are not entitled to vote on recommendations made by the Sections with respect to Senate decisions made in accordance with Art. 13, para. 2d regarding heads of Institutes and Scientific Members whenever they themselves are concerned or work at the Institute being affected by the recommendation.
- (3) The Sections shall ensure that:
  - a) During deliberations on the nomination of a Scientific Member, the scientific staff of the respective Institute is heard and informed in a timely manner;
  - b) Prior to the dissolution of an independent department or an Institute, the scientific staff of the respective Institute is informed in a timely manner and heard during the essential stages of the deliberation.
- (4) The Sections are convened by their chairmen as required, as well as upon the request of one-third of their members. Emeritus Scientific Members may attend meetings of their

respective Section as guests in an advisory capacity. In order to fulfil certain responsibilities, the Sections may establish a managing committee and standing commissions. A resolution by the corresponding Section is required in making recommendations to the other organs of the Society. Written proceedings are permitted. In all other matters, the Sections regulate their proceedings independently.

- (5) The Sections report annually on their work to the Scientific Council.

### **Joint procedural provisions** **Article 26**

- (1) Unless other regulations are permitted in these Statutes, any meetings, including the General Meeting, are to be convened by their chairmen by written invitation with the agenda announced in advance and in a timely manner. The General Meeting is also to be convened by the President by announcement in the *Bundesanzeiger* (federal gazette), which shall be binding.
- (2) Resolutions can be passed by the General Meeting regardless of the number of members who are present; the Senate can pass resolutions when at least one-half of its members are present; all other organs and bodies require the presence of at least one-third of their members in order to pass resolutions. Art. 32, para. 1 concerning the dissolution of the Society remains unaffected. If a resolution cannot be passed because the number of members attending is insufficient, the chairman will set a date for a new meeting within an appropriate time, calling attention to the fact that a decision will be reached during the meeting regardless of the number of persons who are present. As far as the Senate and the Executive Committee are concerned, the President may - in special cases, i.e. particularly when necessary because the matter cannot be postponed - schedule a written ballot instead of a meeting.
- (3) Voting results are determined by a simple majority, unless other regulations are stipulated in the Statutes or a divergent procedure permitted by the Statutes is used. In the event of a tie, the chairman has the deciding vote. Unless otherwise stipulated, elections require the absolute majority of those voting. If an absolute majority is not achieved, the two candidates with the highest number of votes will be short-listed, after which the candidate receiving the higher number of votes wins the election. In the event of a tie, a decision shall be made by drawing lots. The number of votes cast is decisive in calculating qualified majorities. Voting by proxy is not allowed.
- (4) Removal from office can only be effected by a two-thirds majority of the organ which elected the person in question, who must be heard before a decision is reached; he does not have the right to vote on the decision.
- (5) The Senate, the Executive Committee, the Scientific Council and its Sections may form commissions for special tasks. If a commission wishes to call in other persons and provide them with a seat and a vote, the organ which formed the commission must give its approval. Persons serving in an advisory capacity can be called in without such approval.
- (6) Minutes shall be taken during meetings, including the General Meeting; they must be signed by the chairman and a recording secretary. The minutes record the progress of deliberations and the resolutions which are passed. A member's vote must at his request be given in the minutes, but without the grounds. The member may submit his grounds in writing within 24 hours after the meeting, which must be attached to the minutes.

### **Article 27**

- (1) The terms of office of the chairmen and members of the Society's organs who are elected for either three or six years expire during the General Meeting held in the third or the sixth year after they have entered into office. The President and the members of the Executive Committee shall be elected within one year prior to the end of the current

term of office. If the required new election of a chairman or a member of one of the Society's organs does not take place in time or the elected person does not take office until later, the predecessor remains in office for a correspondingly longer period.

- (2) If the President leaves office before his term has expired, the Senate elects a new President. If any other member of the Executive Committee leaves office prematurely, the Senate can elect a replacement for the unexpired term of office. On the occasion of a Presidential election, the Senate may also newly elect the other members of the Executive Committee.

### **Institutes Article 28**

- (1) In general, the Society's Institutes shall have no legal capacity.
- (2) The constitution of an Institute should be regulated by a set of Institute By-laws.
- (3) Unless otherwise stipulated in an Institute's By-laws, the Institutes are to be under to the scientific and administrative direction of a director or head who has the following rights and duties:
  - a) He is independent in performing his scientific work; in particular, except as otherwise provided below, he is under no restrictions regarding the selection, order and execution of the Institute's scientific tasks;
  - b) He may, in consultation with the Scientific Members of the Institute, propose to the Senate that it appoint a head of an independent department or another person as a Scientific Member or an External Scientific Member of the Institute. The proposal is to be addressed to the President, who shall forward it to the chairman of the appropriate Section of the Scientific Council;
  - c) He informs the Senate of the departure of a Scientific Member from the Institute;
  - d) He appoints and dismisses other scientific staff employees and other employees. The employment contracts must adhere to the general regulations adopted by the Society's relevant organs. In matters concerning the staff of a Scientific Member of an Institute, the head of the Institute shall consult him in advance;
  - e) He ensures trustful collaboration within the Institute and that the Institute's Scientific Members have the opportunity to perform independent scientific work within its scope;
  - f) He ensures that the scientific and professional development of the employees is promoted through work which allows for the assumption of responsibility within the scope of the Institute's research goals;
  - g) He reports annually to the President on the state of and plans for the Institute's scientific work as well as on support for junior scientists also on behalf of the Scientific Members of the Institute;
  - h) He drafts the Institute's budget proposal in consultation with each of the Institute's Scientific Members concerned and submits it to the Administrative Headquarters in sufficient time before the start of the fiscal year. The Administrative Headquarters must call his attention to reservations about individual items;
  - i) He informs the Institute's Scientific Members of the main contents of the approved budget. He decides how the funds allocated in the budget should be spent and administers these funds, unless in individual cases his authority is restricted by the Executive Committee for important reasons. If the interests of a Scientific Member of the Institute are particularly affected, he acts in consultation with this member;
  - k) He represents the Society in day-to-day matters concerning the Institute. He is, however, not authorized to enter into commitments which are not financially covered by the Institute's budget, nor is he authorized to take out loans chargeable to the Society or the Institute, to conclude contracts or to make dispositions concerning real estate, or to represent the Society or the Institute in court;

- l) He administers the real estate, buildings and other objects belonging to the Institute;
  - m) He may accept donations given to support the Institute's work if the Executive Committee approves; such approval is not required as long as the Executive Committee has granted general authorization;
  - n) He reports to the President upon demand, at any time, with regard to his management activities as director or head of the Institute and must allow the auditors charged by the Society to examine the records; he has responsibility vis-à-vis the Society for the orderly administration and use of the Institute's funds;
  - o) He may propose to the Senate, in consultation with the Institute's Scientific Members, that it adopt or amend By-laws for the Institute.
- (4) The directorship as defined in para. 3 shall in cases of appointment generally be conferred by the Senate for limited periods of time. With regard to any decision on the renewal of the directorship, an effort should be made to achieve the sort of continuity that will enable the Institute to meet its scientific and organizational requirements. Should the directorship not be renewed, the Scientific Member shall have the right to be granted the opportunity to perform independent scientific work. The procedure shall be regulated by the Senate.
- (5) If an Institute is composed of branch Institutes or independent departments, their directors or heads, as well as the director (or the managing director) of the whole Institute, exercise within their own spheres of direction the rights and duties stipulated in para. 3 according to the Institute's By-laws. Para. 4 applies accordingly.
- (6) The Scientific Members of an Institute are free in the performance of their scientific work within the framework of the Institute; they are charged to participate in carrying out the Institute's common scientific tasks.
- (7) The Institutes' By-laws must guarantee appropriate participation of all employees engaged in the Institute's scientific-technical work in the decision-making process at the Institutes by timely and sufficient information for all concerned as well as regular, joint deliberations on the general goals, the methods and the carrying-out of research projects. Each employee can have recourse to the appropriate Section in a scientific matter he considers important where he opposes the decision reached by the head of the Institute. Moreover, the employee can attach his dissenting opinion to the Institute's annual report compiled in accordance with Art. 28, para. 3g. Further details shall be regulated by the Institute's By-laws.
- (8) The Society's independent research establishments are equal to the Institutes within the meaning of these Statutes; they only differ from the Institutes with regard to their smaller size.

### **Article 29**

- (1) Without prejudice to the existing rights of individual persons, the Institutes' By-laws may contain provisions with regard to the constitution of the Institutes which differ from or complement those given in Art. 28, in particular:
- a) Concerning the legal relationships of an Institute having legal capacity;
  - b) Concerning the establishment of a Board of Trustees at the Institute and the Board's tasks;
  - c) Concerning the organization of the Institute.
- (2) If an Institute's By-laws confer rights and obligations of a head of the Institute on a Board of Directors, the following rules apply unless stipulated otherwise in the By-laws:
- a) The Board of Directors acts by majority decision;
  - b) It may elect a chairman from its midst and confer part of its authority on him;
  - c) It may propose to the Senate the designation of a new member;

- d) For all other situations, the stipulations regarding heads of Institutes included in these Statutes apply correspondingly to the individual members of the collegial directorate.

### **Mediation Article 30**

- (1) In the event that complaints or disputes at an Institute cannot be settled, every employee has the right of recourse to one of the mediators designated by the Institute's respective Section.
- (2) The mediator shall attempt to settle the matter. To this end, he has the right to obtain information from both the persons involved and the head of the Institute. He is obliged to maintain confidentiality.
- (3) If a matter cannot be settled in this way, the President will, at the request of one of the parties, establish a mediation commission. The commission may make recommendations to each organ and each entity which according to these Statutes has a responsibility to contribute to settling the matter. The organs and entities concerned may only deviate from a recommendation made by the commission under the condition that they have referred the matter back to the commission, unless the parties have agreed to another solution.
- (4) Further details shall be regulated by a set of mediation procedures adopted by the Senate.
- (5) The rules given in paras. 1 to 4 do not affect the competence of courts of ordinary jurisdiction and apply without prejudice to the regulations of the *Betriebsverfassungsgesetz* (works council constitution act).

### **Financial year Article 31**

The financial year shall correspond to the calendar year.

### **Dissolution of the Society Article 32**

- (1) A resolution to dissolve the Society can only be passed by an extraordinary General Meeting attended by at least one-half of the members who are entitled to vote; a three-fourths majority is required.
- (2) On dissolution of the Society, or when the purpose which is treated favorably by tax law no longer applies, the assets of the Society pass to a legal entity of public law or to another corporate body treated favorably by tax law for use for the advancement of science.

### **Transitional provisions Article 33**

- (1) The rights of the Society's present Scientific Members remain unaffected.
- (2) The present and future Emeritus Scientific Members are entitled to the rights accorded to the Society's Emeritus Scientific Members in these Statutes. Additional rights which have been granted to them remain unaffected.

**Entry into force**  
**Article 34**

The amended Statutes come into force upon registration in the *Vereinsregister* (register of associations).

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Adopted on 26 February 1948 and supplemented or amended on 6 April 1951, 10 June 1954, 15 June 1955, 4 June 1959, 18 May 1960, 3 December 1964, 22 June 1972, 28 June 1975, 15 June 1978, 4 June 1992, 21 June 2001, 24 June 2004, 17 June 2010 and 14 June 2012.