

ARTICLES OF ASSOCIATION

§ 1 Name, seat and financial year

- (1) The Association bears the name: 'Friends of the IHP'
- (2) The Association has its seat in Frankfurt (Oder).
- (3) The financial year is the calendar year.

§ 2 Objectives of the Association

- (1) The objectives of the Association are the promotion and support of the IHP Frankfurt (Oder) for the achievement of its ambitious goals on the basis of innovative, cosmopolitan and multicultural research.
- (2) The Association is to be particularly engaged in:
 - a) the establishment of the region as a high-tech location
 - b) the support for the education and training of young researchers
 - c) the development of cooperation with science and economy
 - d) the integration of new, especially foreign members of staff into public life of the city of Frankfurt (Oder) and the State of Brandenburg.

- (1) The Association will pursue exclusively and directly non-profit-objectives in accordance with the chapter on 'tax-privileged objectives' of the German General Tax Code (Abgabenordnung).
- (2) The Association acts selflessly and does not primarily pursue self-interested purposes. Administrative tasks, which are foreign to the objectives of the Association, and disproportionately high remunerations are not permissible.
- (3) The funds of the Association may only be used for purposes within the guidelines of the Articles of Association. The members of the Association have no claim to a share in the profits. In the case of a dissolution of the Association, they do not have a claim to a share of the assets of the Association.

§ 4 Funding of the Association

- (1) For the performance of its objectives the Association collects membership fees and may accept donations.
- (2) The membership fees are established by the General Meeting of members in the form of Regulation of membership fees. The membership fees for the entire calendar year are to be paid during the first quarter of every year.
- (3) The amount of the membership fees may be different for individual members and other types of members.
- (4) The first year's membership fee is due upon admission to the Association.

§ 5 Membership

- (1) Membership in the Association is open to individual and legal persons and associations without legal capacity, which feel obliged to the objectives of the Association.
- (2) Any application for membership is sent in written form to the Board. The Board decides on the admission of members.
- (3) Membership in the Association shall expire:
 - a) upon death
 - b) by written notice addressed to the Board
 - c) by expulsion by virtue of a resolution by the General meeting of members for an important reason
 - d) by expulsion by virtue of a resolution of the Board, if the member has not paid the membership fee for more than a year without reason.
- (4) Upon resignation from the Association the member has no claims with respect to the assets of the Association.

§ 6 Organs of the Association

The organs of the Association are:

- a) the General Meeting of members
- b) the Board.

§7 Duties of the General Meeting of members

- (1) The General meeting of members is the supreme organ of the Association.
- (2) The General meeting of members is responsible especially for:
 - a) the election of the Board
 - b) the election of up to two Auditors, who must not be members of the Board
 - c) voting the Board or single members of the Board out of office for an important reason
 - d) receiving the work record, the financial report and the report of the Auditors
 - e) the resolution on the budget and the resolution on the formal acceptance of the Board's action
 - f) the determination of the Regulation of membership fees
 - g) resolutions on motions, regulations and all other items on the agenda
 - h) resolutions on amendments to the Articles of Association
 - i) resolutions on the expulsion of a member
 - j) resolutions on the alteration of the objectives of the Association and the dissolution of the Association.

§ 8 Calling the General Meeting of Members

- (1) The ordinary General meeting of members takes place at least once a year and is called by the Board.

- (2) Additional General meetings will be called by the Board if required. An extraordinary General meeting will be convened if the request stating the reasons is submitted in writing to the Board by at least a quarter of the members.
- (3) Each member has one vote. A member can be represented by another member in written form. A member cannot cast more than three proxy votes
- (4) The Board calls the General Meeting of members in written form with communication of the agenda. For ordinary General Meetings the notice calling the meeting must be served at least two weeks in advance, for extraordinary General Meetings at least one week in advance.
- (5) When properly called, the ordinary General meeting of members is always allowed to pass resolutions. Extraordinary General meetings are allowed to pass resolutions if at least one third of the votes of all members are represented.
- (6) Motions for the General meeting of members may be made by each member.

§ 9 General Meeting of members

- (1) The General Meeting of members is chaired by the chairperson and, in the case of inability, by the deputy chairperson. In the case of the absence of both, the General Meeting of members elects a meeting chair from among its members.
- (2) Unless otherwise provided for by law or the Articles of Association, all resolutions are passed by simple majority. In the event of a tie vote, a motion is deemed to be rejected.
- (3) The General meeting of members elects from among its members a recorder of the minutes. He or she creates a

record of the passed resolutions. The record is to be signed by the chair of the meeting and the recorder of the minutes. The minutes can be inspected by the members of the Association.

§ 10 Board

- (1) The Board consists of up to seven members elected by the General Meeting of members.
- (2) The members of the Board have to be members of the Association.
- (3) The members of the Board will be elected for a period of two years. Re-election is permissible.
- (4) The Board appoints from among its members:
 - a) the chairperson
 - b) two deputy chairpersons
 - c) the treasurer.
- (1) Upon resignation of a member of the Board during the term of office, the board co-opts a member of the Association for the rest of the term of office of the resigned member of the Board.
- (2) The Board conducts the business of the Association in the sense of § 26 Civil Code.
- (3) The Board passes resolutions by simple majority. In the event of a tie vote, the chairperson casts the deciding vote.
- (4) The Association is represented judicially and extra-judicially by the chairperson or the deputy chairperson(s) and an additional member of the Board.
- (5) The liability of the members of the Board is restricted to cases of damage caused intentionally or by gross negligence.

§ 11 Managing director

- (1) The Board may appoint a Managing director for the organisational affairs of the association.
- (2) The Managing director works on an honorary basis and is not a member of the board.

§ 12 Auditors

- (1) The duties of the auditors consist of the inspection of the appropriate financial behaviour of the Board.
- (2) The auditors give account of their findings at the ordinary General meeting.

§ 13 Amendments to the Articles of Association

For amendments to the Articles of Association a two-thirds majority of the present members of a properly called General meeting of the Association is necessary. Motions for amendments to the Articles of Association have to be submitted to the chairperson in written form and in due time in compliance with § 8.

§14 Dissolution of the Association

- (1) A dissolution of the Association is decided by a General meeting of members, called for this purpose, if one-tenth of the members or the Board so proposed. For a dissolution of the Association, three-fourths of the present members have to give their consent.
- (2) In the event of the Association's dissolution, its assets will be directly and exclusively used for non-profit purposes within the guidelines of these Articles of Association.

§ 15 Entry into force of the Articles of Association

These Articles of Association entered into force by resolution of the founding meeting of the Association on the 15th of June 2000.

Association 'Friends of the IHP'

Im Technologiepark 25
15236 Frankfurt (Oder)

Board:

Chairperson: Prof. Burkhard Dietrich

Deputy chairperson: Prof. Siegfried Rolle

Dr. Martin Wilke

Members of the Board: Dr. Wolfgang Pfau

Wolfgang Pohl

Manfred Stöcker

Treasurer: Fritz Georgi

Honorary Managing director:

Heidrun Förster, Staff member for public relations

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