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Statutes of the Leibniz Institute for the Analysis of Biodiversity Change Foundation

Announcement of the Ministry of Culture and Science

From 20 November 2023

The “Leibniz Institute for the Analysis of Biodiversity Change” Foundation has established itself in accordance with § 3 of the act on the “Leibniz Institute for the Analysis of Biodiversity Change” Foundation of 13 November 2012 (**GV. NRW. p. 516**), **as amended by the Act of 25 March 2022 (GV. NRW. p. 417)**, hereinafter referred to as the LIB Foundation Act, the following statutes.

§ 1 Name, legal form, seat

(1) The name of the Foundation is “Leibniz Institute for the Analysis of Biodiversity Change” (LIB) (Leibniz-Institut zur Analyse des Biodiversitätswandels).

(2) It is a Foundation with legal capacity under public law. It has one location in Bonn and another location in Hamburg. The seat of the Foundation is Bonn.

§ 2 Purpose and functions of the Foundation, assets of the Foundation

(1) The Foundation exclusively and directly pursues charitable purposes within the meaning of the section “Tax-privileged purposes” of the German Fiscal Code. The purpose of the Foundation is the promotion of science and research, education and culture, as specified in § 2 paragraph 1 of the Foundation Act. The purpose of the Foundation is realised by fulfilling the functions described in more detail below.

(2) The tasks of the Foundation result from § 2 paragraph 1 of the LIB Foundation Act. In particular, the Foundation has the following functions:

1. to be a research institution in the field of zoological biodiversity (in particular taxonomy and systematics, inventory and protection of biodiversity, phylogeny and evolutionary research) and history of science, as well as to be a corresponding place of teaching and learning,
2. to be a natural history and history of science collection, documentation and service centre,
3. to provide free advice on questions of zoological biodiversity, changes in biodiversity caused by environmental factors and evolutionary processes,
4. to be a place of public education and participation in the field of zoological biodiversity, in particular through the management and continued development of permanent exhibitions and the organisation of temporary special exhibitions and public events, and

5. to provide a social and cultural forum for dialogue on science.

(3) The Foundation acts selflessly and does not primarily pursue its own economic purposes.

(4) The funds made available to the Foundation may only be used for the purposes set out in the statutes. The founders and their legal successors, unless they are themselves approved as tax-privileged, do not receive any donations from the funds made available by the Foundation.

(5) The Foundation must not favour any person by expenses which do not comply with the purpose of the Foundation or by disproportionately high remunerations.

(6) If the Foundation is dissolved or discontinued or if the tax-privileged purposes cease to apply, the Foundation's assets shall revert in accordance with the provisions of § 9 of the State Treaty between the State of North Rhine-Westphalia and the Free and Hanseatic City of Hamburg of 8/21 April 2021 on the conditions for equipping and financing the public-law foundation “Zoological Research Museum Alexander Koenig – Leibniz Institute for Animal Biodiversity” or “Leibniz Institute for the Analysis of Biodiversity Change” with locations in Bonn and Hamburg (**GV. NRW. p. 654**) to the State of North Rhine-Westphalia and the Free and Hanseatic City of Hamburg, which are to use the assets directly and exclusively for scientific purposes.

(7) The assets of the Foundation can be increased through endowments.

§ 3 Structure

As a research museum, the Leibniz Institute for the Analysis of Biodiversity Change is divided into divisions for scientific research and knowledge transfer, known as Centres, and the department “Central Services”. The divisions work on a cross-location basis and are subdivided into working groups called Sections. In accordance with § 6 paragraph 3 no. 2, the establishment of new centres or the dissolution of existing centres is subject to the approval of the Foundation Board. The Directorate General is responsible for setting up Sections (working groups) and assigning them to the centres.

§ 4 Bodies

The bodies of the Foundation are as per § 5 of the LIB Foundation Act:

1. the Foundation Board,
2. the Directorate General, and
3. the Scientific Advisory Board.

§ 5 Foundation Board

(1) Pursuant to § 6 paragraph 1 of the LIB Foundation Act, the Foundation Board consists of one representative each of the State of North Rhine-Westphalia, the Free and Hanseatic City of Hamburg, the Federal Government, the university of Bonn and the university of Hamburg.

(2) In addition, up to six more persons are members of the Foundation Board. They are appointed by the Ministry of the State of North Rhine-Westphalia responsible for research with the consent of the authority of the Free and Hanseatic City of Hamburg responsible for research, and

the ministry of the federal government responsible for research. These persons should be particularly suited to support the functions of the Foundation Board. Their appointment is subject to the Act on Equal Opportunities for Women and Men for the State of North Rhine-Westphalia of 9 November 1999 (**GV. NRW. p. 590**) as amended.

(3) The members of the Foundation Board referred to in paragraph 2 are appointed for a period of four years. Members may be reappointed once.

(4) The chair of the Foundation Board is held by the representative of the ministry of the state of North Rhine-Westphalia responsible for research. The Foundation Board can also elect another of its members as chairperson. The first vice-chair is held by the representative of the Free and Hanseatic City of Hamburg, the second vice-chair is held by the representative of the federal government. In the event of an election pursuant to clause 2, the representatives of the federal state of North Rhine-Westphalia, the Free and Hanseatic City of Hamburg and the federal government appoint up to three of their members as vice-chairs.

(5) The members of the Foundation Board act on an honorary basis. Necessary and reasonable expenses incurred will be reimbursed in accordance with the applicable provisions of the North Rhine-Westphalia Travel Expenses Act of 1 December 2021 (GV. NRW. p. 1367) as amended, insofar as costs are not reimbursed by third parties.

§ 6 Functions of the Foundation Board

(1) The Foundation Board monitors the legality, appropriateness and economic efficiency of the Foundation's activities. It has a comprehensive right of information.

(2) The Foundation Board has in particular the following tasks:

1. it decides on the establishment and amendment of the statutes,
2. it decides on the annual programme budget including the economic plan,
3. it approves the annual accounts and discharges the members of the Directorate General,
4. it receives the annual report of the Directorate General,
5. it decides on the appointment and dismissal of the members of the Directorate General and their substitutes as well as the members of the Scientific Advisory Board,
6. it decides on the appointment of the auditors.

(3). The following is subject to the prior consent of the Foundation Board:

1. Legal transactions that go beyond the scope of current business and impose obligations on the Foundation for more than one year,
2. essential changes in organisation and
3. decisions of the Directorate General on the employment and dismissal of members of the second management level (Centre Heads according to § 3).

§ 7 Meetings of the Foundation Board

(1) The Foundation Board meets at least twice a year, of which one shall generally be in person. Otherwise, the Foundation Board can also be convened as a video conference. The video conference must allow an undisturbed communication in the same way as it would be during

meetings in person. It is to be recorded in the minutes of the meeting whether this was the case. After a meeting conducted as a video conference, the resolutions adopted must be confirmed in writing. This may be omitted if digital voting tools are used which allow a clear allocation of the contributions to the vote.

(2) The Foundation Board is convened by the chairperson. The invitation is to be sent in text form at least three weeks before the date of the meeting, stating the agenda. The notice period begins on the day on which the invitation is sent out. The complete meeting documents are to be sent to the members at least two weeks before the meeting. Minutes are taken of the meetings of the Foundation Board.

(3) In urgent cases, the chairperson can adopt resolutions by circulation in text form without holding a meeting.

(4) Quorum of the Foundation Board is given if two thirds of the members entitled to vote participate in the adoption of resolutions. In any case, the representatives of the State of North Rhine-Westphalia, the Free and Hanseatic City of Hamburg and the Federal Government must participate in the adoption of resolutions. A participation in the adoption of resolutions can also be made by exercising the voting right pursuant to § 6 paragraph 2 or 3.

(5) Resolutions of the Foundation Board are adopted by the majority of the valid votes cast. In the event of a tie, the chairperson has the casting vote.

(6) In the Foundation Board, the representative of the federal government has two votes, otherwise each member with voting rights has one vote. Absent members can transfer their voting right to another voting member of the Foundation Board by giving a written power of attorney, however, one voting member can only have a maximum of two votes. Absent members can also exercise their right to vote by submitting their vote in writing before the meeting. The vote in writing can be submitted to the chairperson until the beginning of the meeting.

(7) According to § 5 paragraph 1, the members of the Foundation Board can arrange to be represented if they are unable to attend.

(8) Resolutions

1. on issues of research and scientific policy importance,
 2. with significant financial implications,
- concerning the management staff of the Foundation,
3. on amendments to the statutes, or
 4. on matters of § 6, paragraph 3 of these statutes

are subject to the consent of the representative of the State of North Rhine-Westphalia, the Free and Hanseatic City of Hamburg and the federal government.

(9) The members of the Directorate General, the chairperson of the Scientific Advisory Board, the chairperson of the Staff Council as well as the Equal Opportunities Officer attend the meetings of the Foundation Board as advisors.

§ 8 Directorate General

(1) The Directorate General consists of a scientific Managing Director who bears the title “Director General”, hereinafter referred to as “Director General”, and a commercial Managing Director.

(2) The Director General is appointed by the Foundation Board for a period of up to five years. A re-appointment is possible. The appointment is made as part of a joint assignment with a university. The position is to be advertised publicly.

(3) The Managing Director is appointed by the Foundation Board for a period of up to five years. A re-appointment is possible. The position is to be advertised publicly.

(4) The Director General can be assisted by up to two vice directors, who hold the title Vice Director General (“stellvertretende Generaldirektorin” or “stellvertretender Generaldirektor”). They are chosen and appointed by the Foundation Board on the proposal of the Director General amongst the heads of the centres according to § 3 for a period of up to five years, and as a matter of principle both locations (Bonn and Hamburg) must be taken into account. A re-appointment is possible. The Vice General Directors assist the General Director in the management of the Foundation in all scientific matters. In the event of the Director General’s inability to act, they represent the Director General by means of legal powers of attorney, which can be limited to specific areas. The power of representation does not extend to the adoption of resolutions by the board of directors. Further details are regulated by the rules of procedure, which are subject to the approval of the Foundation Board.

(5) The Managing Director can be assisted by one Vice Managing Director. The Vice Managing Director is appointed by the Foundation Board for a period of up to five years on the proposal of the Managing Director. A re-appointment is possible. The Vice Managing Director supports the Managing Director in all administrative matters concerning the management of the Foundation. The Vice Managing Director represents the Managing Director in the case of the Managing Director’s inability to act by means of legal powers of attorney, which can be limited to specific areas. The power of representation does not extend to the adoption of resolutions by the board of directors. Further details are regulated by the rules of procedure, which are subject to the approval of the Foundation Board.

(6) The Board of Directors acts as an advisor to the Directorate General. The Board of Directors consists of the members of the Directorate General according to paragraph 1, their deputies according to 4 and the other Centre Heads according § 3. It has regular meetings and discusses all essential matters of the Foundation. The members of the Board of Directors contribute topics from their areas to the consultations and ensure in particular that location-specific interests are also discussed.

(7) The members of the Directorate General can be paid an appropriate remuneration corresponding to the nature and scope of their activities as well as the reimbursement of their expenses in accordance with the statutory provisions.

§ 9 Functions of the Directorate General

- (1) The Directorate General manages the day-to-day business of the Foundation across all locations, unless another body is responsible or the Foundation Board has reserved the right to make decisions in individual cases.
- (2) The Directorate General has in particular the following tasks:
 1. It manages the Foundation,
 2. it prepares the resolutions of the Foundation Board and implements the resolutions adopted,
 3. it prepares the programme budget including the economic plan and the medium-term financial planning,
 4. it prepares the annual report and annual accounts,
 5. it submits a proposal to the Foundation Board for the appointment of the auditors.
- (3) The Directorate General is the superior of the staff of the Foundation and decides on matters regarding workplace and labour law. Further details are regulated by the rules of procedure, which are subject to the approval of the Foundation Board.
- (4) The Managing Director shall perform the duties of the budget officer (Beauftragte(r) für den Haushalt, BdH) in accordance with § 9 of the State Budget Code in the version published on 26 April 1999 (**GV. NRW. p. 158**) as amended.
- (5) Further details of the tasks and competences of the Directorate General are regulated by rules of procedure, which are subject to the approval of the Foundation Board.
- (6) The Foundation is represented in and out of court by the Director General or by the Managing Director by way of sole power of representation.

§ 10 Meetings of the Directorate General

- (1) As a rule, the resolutions of the Directorate General are adopted by the Director General and the Managing Director by unanimous vote. In the event of a disagreement, the General Director has the casting vote. However, this does not apply to decisions of financial significance. If a resolution of financial significance is not passed due to a disagreement, the matter is submitted to the chairperson of the Foundation Board for advice on the further course of action in consultation with the representatives of the state of North Rhine-Westphalia, the Free and Hanseatic City of Hamburg and the federal government in the Foundation Board.
- (2) The Vice Director General and the Vice Managing Director can be invited by the members of the Directorate General to attend the meetings of the Directorate General as advisors.

§ 11 Scientific Advisory Board

- (2) The Scientific Advisory Board consists of at least six and up to twelve internationally respected external members who are active professional experts with a focus close to the museum's research focus areas. The members of the Scientific Advisory Board are appointed by the Foundation Board. The Directorate General and the members of the

Scientific Advisory Board can submit proposals for the appointment of new members of the Advisory Board. The appointment is for four years. These members may be reappointed once.

(2) The Scientific Advisory Board elects from among its members a chairperson and a vice chairperson by simple majority.

(3) The members of the Scientific Advisory Board act on an honorary basis. Necessary and reasonable expenses incurred will be reimbursed in accordance with the applicable provisions of the North Rhine-Westphalia Travel Expenses Act of 1 December 2021

(**GV. NRW. p. 1367**) as amended, insofar as costs are not reimbursed by third parties.

§ 12 Functions of the Scientific Advisory Board

(1) The Scientific Advisory Board has the function of critically accompanying and promoting the scientific activities and development of the Foundation. In particular, its tasks are:

1. to advise the Directorate General on medium-term research and development planning as well as on national and international cooperations,
2. to comment on the draft programme budget and to make recommendations on the use of resources,
3. to support the Foundation Board in the recruitment of management personnel and in important decisions concerning the further development of the Foundation,
4. to evaluate the research, service and consulting performance of the individual work units at regular intervals in dialogue with the management and scientific staff, if necessary, with the participation of external experts,
5. to report the result of the evaluation to the Foundation Board.

(2) The Scientific Advisory Board is to be informed about important scientific issues in a timely manner. In particular, it is to be consulted and involved in the work programme, the perspective planning and the long-term strategy.

(3) The Scientific Advisory Board must be consulted before the second level of management is appointed.

§ 13 Meetings of the Scientific Advisory Board

(1) The Scientific Advisory Board meets at least once a year, thereof in any case once in person. Otherwise, the Scientific Advisory Board can also be convened as a video conference. The video conference must allow an undisturbed communication in the same way as it would be during meetings in person. It is to be recorded in the minutes of the meeting whether this was the case. After a meeting conducted as a video conference, the resolutions adopted must be confirmed in writing. This may be omitted if digital voting tools are used which allow a clear allocation of the contributions to the vote.

(2) The Scientific Advisory Board is convened by the chairperson. The invitation is to be sent in text form at least three weeks before the date of the meeting, stating the agenda. The notice period begins on the day on which the invitation is sent out. The complete meeting documents must be provided to the members at least two weeks before the meeting.

Minutes are taken of the meetings of the Scientific Advisory Board. The Scientific Advisory Board can adopt its own rules of procedure.

(3) In urgent cases, the chairperson can adopt resolutions by circulation in text form without holding a meeting.

(4) Quorum of the Scientific Advisory Board is given if more than half of its members are present.

(5) Resolutions of the Scientific Advisory Board are adopted by the majority of the valid votes cast. In the event of a tie, the chairperson has the casting vote.

§ 14 Economic plan, annual accounts and other provisions

(1) The economic management and accounting are carried out in accordance with commercial principles. Accounting and financial reporting are carried out according to management principles that are put into effect with the programme budget including the economic plan. In all other respects, the legal provisions of the State of North Rhine-Westphalia on budgeting, cash management and accounting and on auditing as well as the administrative regulations issued in this regard apply.

(2) The fiscal year is the calendar year.

(3) In accordance with the budget preparation procedures of the Joint Science Conference (GWK), the Directorate General prepares an annual programme budget, including an economic plan, containing all expected revenues and expenditure. The programme budget is the basis for revenues and expenses; it is to be accompanied by an overview of the Foundation's positions as an attachment.

(4) Within six months after the end of the fiscal year, the Directorate General prepares the annual accounts. The auditor examines the annual accounts to determine whether the funds have been used in accordance with the purpose of the Foundation pursuant to § 2 LIB Foundation Act and whether the economic management and accounting have complied with the provisions of § 4 LIB Foundation Act and paragraph 1. The Directorate General is required to provide the auditor with information on the budgetary and economic management and to grant access to all business documents upon request. The auditor draws up an audit report on the result of the audit. The Directorate General submits the annual accounts together with the auditor's report, the balance sheet and the annual report to the Foundation Board without delay.

(5) The budgetary and economic management of the Foundation is subject to audit by the State Audit Office of North Rhine-Westphalia (Landesrechnungshof Nordrhein-Westfalen), the Audit Office of the Free and Hanseatic City of Hamburg (Rechnungshof der Freien und Hansestadt Hamburg) and the Federal Court of Audit (Bundesrechnungshof).

§ 15 Amendment of the Articles of Association

Any amendments to the Statutes require a majority of two thirds of the voting members of the Foundation Board and the approval of the Ministry of the State of North Rhine-Westphalia responsible for research with the consent of the Ministry of the State of North Rhine-Westphalia responsible for finance. § 7 paragraph 8 no. 4 remains unaffected.

§ 16 Obligations to notify the tax office

Resolutions on amendments to the statutes and on the dissolution of the Foundation must be notified to the relevant tax office. In the case of amendments to the statutes that affect the purpose of the Foundation, the opinion of the tax office on tax concessions must be sought beforehand.

§ 17 Entry into force

These statutes enter into force on the day following their publication in the Ministerial Gazette of the State of North Rhine-Westphalia (Ministerialblatt des Landes Nordrhein-Westfalen). At the same time, the statutes of the Foundation “Zoological Research Museum Alexander Koenig – Leibniz Institute for Animal Biodiversity” (ZFMK) of 10 December 2014 (**MBI. NRW. p. 860**) ceases to be effective.

Düsseldorf, 20 November 2023

Dr. Michael H. Wappelhorst

Chair of the Foundation Board

- MBI. NRW. 2023 p.1388

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Responsible for the publication: the editorial department at the Ministry of the Interior of North Rhine-Westphalia.