

G I G A

German  Institute of Global and Area Studies
Leibniz-Institut für Globale und Regionale Studien

-  Institute of African Affairs
-  Institute of Asian Studies
-  Institute of Latin American Studies
-  Institute of Middle East Studies

Charter

Valid as of 1 January 2007

Member of



Leibniz
Gemeinschaft

Imprint

GIGA German Institute of Global and Area Studies / Leibniz-Institut für Globale und Regionale Studien

Neuer Jungfernstieg 21
20354 Hamburg
Germany
Tel.: +49 (0)40 42825-593
Fax: +49 (0)40 42825-547
E-Mail: info@giga-hamburg.de
Web: www.giga-hamburg.de

Charter

Valid as of 1 January 2007

GIGA German Institute of Global and Area Studies Leibniz-Institut für Globale und Regionale Studien

**previously the Foundation „German Overseas Institute“
(Deutsches Übersee-Institut)**

§ 1

Name, registered address, business year

- 1.) The name of the foundation is “GIGA German Institute of Global and Area Studies” with the supplementary name “Leibniz-Institut für Globale und Regionale Studien”.
- 2.) Its registered office is in Hamburg.
- 3.) The GIGA German Institute of Global and Area Studies, hereinafter „the Foundation“, is a research institute of supra-regional significance and national scientific interest.
- 4.) The business year is the calendar year.

§ 2

Object of the Foundation

- 1.) The object of the Foundation is the promotion of science and research. The Foundation is dedicated to the research of social, economic and political conditions and developments in Africa, Asia, Latin America and the Middle East. Furthermore, it conducts research on supra-regional, global and comparative topics and is dedicated to the transfer of knowledge into the domains of politics and the economy. It operates an information centre in which specialised literature is gathered, indexed and made publicly available. The Foundation is politically and economically independent.
- 2.) For the purpose of gaining and making available the results of its work, the Foundation maintains close relations with Hamburg University and other scientific institutions, with domestic and foreign scientific researchers, with political and economic practice as well as with national and international institutions. The research findings are published.

- 3.) The Foundation operates the following four Regional Institutes:
 - a) Institute of African Affairs (IAA) (*Institut für Afrika-Studien*),
 - b) Institute of Asian Studies (IAS) (*Institut für Asien-Studien*),
 - c) Institute of Latin American Studies (ILAS) (*Institut für Lateinamerika-Studien*),
 - d) Institute of Middle East Studies (IMES) (*Institut für Nahost-Studien*).
- 4.) The Foundation shall exclusively and directly pursue charitable objects within the meaning of the section „Objects Subject to Privileged Taxation“ (*Steuerbegünstigte Zwecke*) of the German Fiscal Code (*Abgabenordnung*). The Foundation conducts altruistic activities; it does not primarily pursue aims serving its own economic purposes. The Foundation’s resources shall be used for no other objects than those defined by the Charter. No person shall benefit from expenses which do not serve the corporation’s objects or from disproportionately high remuneration.

§ 3

Assets of the Foundation

- 1.) The assets of the Foundation (*Stiftungsvermögen*) consist of the Foundation’s capital (*Stiftungskapital*) and all other assets. The assets of the Foundation can be increased by contributions (financial contributions, rights and other assets) made by the founder as well as by third parties. Insofar as donations are not expressly designated to the assets of the Foundation (*Stiftungsvermögen*), they shall exclusively and without any delay serve the objects defined in § 2.
- 2) Interest-bearing investment and maintenance of the real value of the Foundation’s capital is to be made with the diligence of a prudent businessman and in assets which are deemed secure. The assets of the Foundation are to be maintained and may not be disposed of or encumbered unless the proceeds can be used to acquire assets of an equivalent value without delay.
- 3.) The proceeds of the assets of the Foundation and any other income of the Foundation are bound for the objects defined in the Charter.

§ 4

Ring of Patrons of the Foundation

- 1) Upon nomination by the President, the Board of Trustees may appoint individual persons and organisations taking a particular interest in the aims and the work of the Foundation to the „Ring of Patrons of the Foundation GIGA German Institute of Global und Area Studies“ (*„Ring der Förderer der Stiftung GIGA German Institute of Global und Area Studies“*).

- 2) The members of the Ring of Patrons of the Foundation support and promote the Foundation. The President informs the members of the activities of the Foundation.

§ 5

Bodies of the Foundation

The bodies of the Foundation are

- 1) the Executive Board,
- 2) the Board of Trustees,
- 3) the Academic Advisory Board,
- 4) the Council for Financial Affairs.

§ 6

Executive Board

- 1) The Executive Board consists of the President, the Vice President, the Directors of the Regional Institutes and the Head of Finances and Administration. If one or more of the posts named in sentence 1 are vacant, then the Executive Board consists of the remaining board members named in sentence 1.
- 2) The President is appointed and removed by the Board of Trustees acting in accordance with the Federal Government, represented by the German Federal Foreign Office (*Auswärtiges Amt*), and the Senate of the Free and Hanseatic City of Hamburg. The President is appointed to office for a term of five years. Reappointment is permissible.
- 3) Acting upon a proposal made by the President, the Board of Trustees appoints and removes the Vice President from among the Directors of the Regional Institutes. The term of office is five years. Reappointment is permissible.
- 4) Acting upon a proposal made by the President, the Board of Trustees appoints and removes the Head of Finances and Administration.
- 5) The President is the Chairperson of the Executive Board. The Vice President is the Deputy Chairperson of the Executive Board.
- 6) The President, the Vice President and the Head of Finances and Administration perform the tasks and exercise the powers defined in §§ 26, 86 of the German Civil Code (*BGB*). They shall represent the Foundation in and out of court. The Foundation is represented solely by the President or jointly by the Vice President and the Head of Finances and Administration.

- 7) Acting upon a proposal made by the President, the Board of Trustees appoints and removes the Directors of the Regional Institutes. The term of office is five years. Reappointment is permissible.
- 8) The Executive Board advises the President in all matters concerning the Foundation.
- 9) In particular, the duties of the Executive Board consist of the following:
 - a) implementation of resolutions passed by the Board of Trustees,
 - b) coordination of the Foundation's scientific work,
 - c) deliberations on the allocation of human and financial resources; in particular, deliberation on the allocation of resources to the Regional Institutes,
 - d) deliberations on the general budget plan, the programme budget and the annual report,
 - e) preparation of the research plan in close coordination with the Academic Advisory Board,
 - f) implementation and termination of Research Programmes (*Forschungsschwerpunkte*) and project groups,
 - g) employment, promotion and dismissal of employees.
- 10) The Executive Board convenes on a regular basis - no less than six times per annum, with a maximum interval of three months between meetings.
- 11) The Directors of the Regional Institutes are responsible for the research conducted by their respective Regional Institutes.
- 12) The Executive Board passes its resolutions with a simple majority. However, no resolutions of the Executive Board can be passed against the vote of the President. If the President has made use of her/his veto right, then she/he may herself/himself take the decision on the matter.
- 13) The Executive Board is competent to pass a resolution if no less than three board members are present at duly convened meetings. In matters of particular urgency, resolutions of the Executive Board may be passed in writing. Each board member is to be included in this procedure. The members are to express their agreement, abstention or rejection within a reasonable period. A resolution is passed if the majority expresses that it is in favour of the proposal; however, no less than three members.
- 14) Written records of board meetings are to be kept and preserved.
- 15) If possible, decisions on personnel matters concerning the scientific staff of a Regional Institute are to be reached by consensus and may - with the exclusion of notices of termination/dismissals - not be taken against the vote of the respective Director of the Regional Institute.
- 16) The Executive Board shall include the heads of units working across the departments of the institute, e.g. Research Programmes or specialised departments, in the planning of research and in the scientific coordination of the research.

- 17) Participation in the activities of the Executive Board is part of the Directors' duties. There shall be no additional remuneration. The members of the Board of Trustees exercise their office on an honorary basis (*ehrenamtlich*); however, they are entitled to reimbursement of their expenses provided that the financial situation of the Foundation permits this. If attendance fees for meetings or reimbursement of expenses are to be paid, this is only permissible if, acting in agreement with the competent tax office and the supervisory authority, the Executive Board resolves guidelines on this matter.

§ 7

President's Duties

- 1) Taking into account the resolutions passed by the Board of Trustees, the President determines the guidelines for the implementation of the Foundation's object. For this, she/he shall observe that all opportunities for cooperation with other research institutes are used. She/he shall ensure that work conducted for third parties is no impediment to the implementation of the tasks of the Foundation. If, due to the performance of new tasks, long-term structural and financial effects for a Regional Institute are to be expected, then the President shall obtain prior approval from the Executive Board and the Board of Trustees.
- 2) The President shall conduct the administration and investment of the assets of the Foundation, including the contributions and any other income.
- 3) The President directs the Foundation and represents it externally. She/he manages the day-to-day business of the Foundation. In the event of the Director's unavailability, these duties shall be discharged by the Vice President.
- 4) Decisions taken by the President require approval by the Board of Trustees insofar as it is provided for by the Charter or by resolution of the Board of Trustees.
- 5) In particular, the duties of the President consist of the following:
 - a) preparation of meetings of the Executive Board,
 - b) preparation of the general budget plan, the programme budget and the annual report upon deliberation of the Executive Board,
 - c) closing of accounts.

§ 8

Board of Trustees

- 1) The Board of Trustees consists of no less than 9 and no more than 18 members. In agreement with the Federal Government, the Senate of the Free and Hanseatic City of Hamburg appoints the members for five years. Reappointment is permissible.

- 2) Among the members of the Board of Trustees there shall be one representative of each founder, one representative of the Federal Government and one representative of the Leibniz-Association (*Leibniz-Gemeinschaft*). Taking into account the regions to be researched by the Foundation, representatives of the organisations which have a particular interest in the aims of the Foundation and are of a particular importance for its work are to be appointed as additional members. The Chairperson of the Academic Advisory Board is an ex-officio member of the Board of Trustees.
- 3) From among its members, the Board of Trustees elects its Chairperson and the Deputy Chairperson. The Chairperson convenes the Board of Trustees when it is necessary. It must be convened upon request of the Free and Hanseatic City of Hamburg, the Federal Government or the President.
- 4) The Board of Trustees passes its resolutions with a simple majority provided that the Charter does not provide otherwise. In the event of a tied vote, the Chairperson's vote is the casting vote. The Board of Trustees is competent to pass a resolution if it has been convened with the announcement of the agenda and within a period of three weeks and no less than half of the members are present or represented. Resolutions can be passed by the Board of Trustees in writing if all members of the Board of Trustees have agreed to the written procedure in each individual case. Written transmissions by way of telecommunication are permissible.
- 5) A member of the Board of Trustees can determine as a proxy another member of the Board of Trustees who will assume her/his seat and vote in the Board of Trustees.
- 6) The President and the Head of Finances and Administration participate in the meetings of the Board of Trustees in an advisory capacity.

§ 9

Duties of the Board of Trustees

- 1) The Board of Trustees advises the President and supervises the management of the Foundation's affairs, in particular their legal validity and their economic efficiency. In particular, it has the following duties:
 - a) advising the President in the determination of guidelines to serve the implementation of the Foundation's object, in measures aimed at improving the cooperation within the Foundation and with third parties as well as in important personnel matters;
 - b) preparation of the general budget plan, the programme budget and the research plan as well as the approval of resolutions passed by the President concerning the administration and investment of the Foundation's capital and concerning the use of the assets of the Foundation as well as undesignated contributions; the adoption of the general budget plan and the programme budget shall be resolved with the votes of the representatives of the Free and Hanseatic City of Hamburg and the Federal Government;

- c) approval of the annual report and the closing of accounts as well as the formal approval of the actions of the Executive Board.
- 2) Acting in accordance with the Federal Government, represented by the German Federal Foreign Office (*Auswärtiges Amt*), and the Senate of the Free and Hanseatic City of Hamburg, the Board of Trustees appoints and removes the President, the Vice President and the Head of Finances and Administration.
 - 3) Furthermore, the duties of the Board of Trustees consist of the following:
 - a) appointment and removal of the Directors of the Regional Institutes upon proposal of the President,
 - b) appointment of the members of the Academic Advisory Board,
 - c) appointment and removal of the members of the Ring of Patrons of the Foundation (*Rings der Förderer der Stiftung*) upon proposal of the President,
 - d) passing of resolutions on changes to the Charter and the dissolution of the Foundation,
 - e) approval of extraordinary legal transactions and measures exceeding the scope of the day-to-day business,
 - f) review of the written records of the Academic Advisory Board,
 - g) assertion of claims of the Foundation towards the members of the Executive Board.
 - 4) For the performance of certain tasks, the Board of Trustees may form committees which include non-members of the Board of Trustees.
 - 5) For legal transactions with the President, the Chairperson of the Board of Trustees as well as one member of the Board of Trustees, as nominated by the Free and Hanseatic City of Hamburg, and one member of the Board of Trustees, as nominated by the Federal Government, jointly represent the Foundation. The Board of Trustees may relieve the President from the limitations of § 181 of the German Civil Code (*BGB*).

§ 10

Academic Advisory Board

- 1) The Academic Advisory Board advises the Board of Trustees and the Executive Board in fundamental specialised and international matters of the scientific and technical work programme, national and international cooperation as well as the presentation of the research findings. In particular, it advises the Board of Trustees and the Executive Board in the following:
 - a) determination of the Foundation's guidelines
 - b) preparation of the research plan,
 - c) preparation of the annual work plan, including the planning of the collaboration with national and international institutes,
 - d) implementation and discontinuation of Research Programmes and project groups.

- 2) The Academic Advisory Board evaluates the quality of the Foundation's scientific work on a regular basis. It convenes no less than once per annum. Written records of the meetings and statements are to be made available to the Board of Trustees for its information.
- 3) The Academic Advisory Board consists of six to twelve members. The members of the Academic Advisory Board are external scientists or other experts of international repute who have a professional career in the Foundation's area of research.
- 4) Upon proposal of the Executive Board, the members of the Academic Advisory Board are appointed by the Board of Trustees.
- 5) The members of the Academic Advisory Board are appointed for a term of four years. Reappointment for one term is permissible.
- 6) The Academic Advisory Board elects one of its members to be the Chairperson and one of its members to be the Deputy Chairperson. The Chairperson of the Academic Advisory Board is an ex officio member of the Board of Trustees.
- 7) The Board of Trustees and the Executive Board inform the Academic Advisory Board in all matters relevant to its advisory capacity.
- 8) The supervisory authority is to be notified without delay and with inclusion of the documents of changes within the Academic Advisory Board.

§ 11

Council for Financial Affairs

- 1) Upon proposal of the representatives of the Free and Hanseatic City of Hamburg, the Board of Trustees appoints the members of the Council for Financial Affairs. The appointment of members of the Board of Trustees as well as the appointment of other competent personalities is permissible. A member's term of office is two years. Reappointment for one term is possible. The Council for Financial Affairs elects from among its members the Chairperson and the Deputy Chairperson.
- 2) The Council for Financial Affairs consists of no less than three members and no more than five members. The Free and Hanseatic City of Hamburg and the Federal Government each provide a minimum of one member. The President of the Foundation and the Head of Finances and Administration of the Foundation participate in the meetings in an advisory capacity. Resolutions are passed with a simple majority. In the event of a tied vote, the Chairperson's vote is the casting vote.
- 3) The Council for Financial Affairs convenes twice per annum.
- 4) The Council for Financial Affairs advises the Board of Trustees in financial, organisational and personnel matters as well as in the approval of the investment and administration of the assets of the Foundation. It is to recommend to the Board of Trustees the approval of the general budget plan and the programme budget as well as the formal approval of the actions of the Executive Board.

- 5) The Board of Trustees shall be convened at the request of the Council for Financial Affairs.

§ 12

Equal Opportunity Commissioner

- 1) The President appoints for four years from among the female personnel the Equal Opportunity Commissioner and the Deputy Equal Opportunity Commissioner who have been elected in a secret vote by the female personnel. Reappointment is permissible.
- 2) Legal status, duties and powers of the Equal Opportunity Commissioner are governed by No. 11 to 14 of the annex of the Implementation Agreement for Equal Opportunities (*Ausführungsvereinbarung Gleichstellung (AV-Glei)*) in its version of 6 October 2003. The Equal Opportunity Commissioner's duty to report includes an annual report of her work to the Board of Trustees.

§ 13

General Budget Plan and Budget Management

- 1) The proceeds of the assets of the Foundation, the contributions and income for the day-to-day business requirements are utilised pursuant to the respective general budget plan or the programme budget resolved for the respective business year.
- 2) The general budget plan shall document the income and the expenditure of the Foundation in full; it shall be drafted in accordance with the gross budget rule.
- 3) The President draws up the general budget plan and the programme budgets for each business year. She/he makes them available to the Board of Trustees with enough lead time that the requirements of the coming budget year can be considered in the preparation of public spending budgets. In the event of subsequent amendment to the general budget plan, this procedure is to be employed accordingly.

§ 14

Annual Report and Accounting

- 1) The President presents to the Board of Trustees within six months upon expiration of the business year an annual report and the closing of accounts for the income and expenditure as well as the assets and debts of the Foundation in the expired business year.
- 2) The Federal Audit Office (*Bundesrechnungshof*) and the Audit Office (*Rechnungshof*) of the Free and Hanseatic City of Hamburg are, pursuant to § 91 of the Federal Budget Code (*Bundeshaushaltsordnung*)/ State Budget Code (*Landeshaushaltsordnung*), entitled to have officials conduct audits reviewing the utilisation of funding from public means.

§ 15

Amendment of the Charter and Dissolution of the Foundation

- 1) The Charter may be amended by resolution of the Board of Trustees. The Executive Board is to be heard prior to any such amendment. Changes to the object of the Foundation require permission from the competent tax office.
- 2) The resolution requires a majority of two thirds of the members of the Board of Trustees. If this majority is not achieved in the first vote on the resolution, then the vote may be repeated after a period of three weeks. In this event, the simple majority of the attending members of the Board of Trustees is sufficient provided that the exact wording of the amendments to the Charter has been stated when the meeting was convened and express notification of the changed majority requirements has been made.
- 3) The Foundation may be dissolved by resolution of the Board of Trustees. Section 1 sentence 2 and section 2 apply correspondingly.
- 4) Amendments to the Charter and the dissolution of the Foundation cannot be resolved against the votes of the representatives of the Free and Hanseatic City of Hamburg and the representatives of the Federal Government.
- 5) Resolutions on amendments to the Charter and the dissolution of the Foundation require approval of the supervisory authority.

§ 16

Use of the Assets of the Foundation after Dissolution of the Foundation

- 1) In the event of the dissolution or the termination of the Foundation or in the event of the loss of its tax-privileged objects, the assets acquired from funding provided by the Federal Republic of Germany and the Free and Hanseatic City of Hamburg - subsequent to the deduction of any benefit obligations - shall be proportionately returned to them and shall, without undue delay and exclusively, be used for charitable purposes by them. Subsequent to the deduction of all obligations, the remaining assets shall be made available to a public law corporation or a different tax-privileged corporation for the purpose of promoting science and research; resolutions to this end are passed by the Board of Trustees with a two third majority of its members. The resolution cannot be passed against the votes of the representatives of the Senate of the Free and Hanseatic City of Hamburg and against the votes of the representative of the Federal Government.
- 2) The passing of resolutions on the future use of the remaining assets of the Foundation require prior approval of the tax office.

Certification of Translation

This translation was made from the German document (*“Neufassung der Satzung der Stiftung – GIGA German Institute of Global and Area Studies – Gültig ab dem 1. Januar 2007”*; submitted to the translator as a PDF-file) in Hamburg between **15 October 2013 and 26 November 2013.**

I hereby certify the accuracy and completeness of the translation.

Hamburg, 26 November 2013.

_____ **Peter James Pritchard**
Sworn Interpreter and Translator for English

G I G A

German  Institute of Global and Area Studies
Leibniz-Institut für Globale und Regionale Studien

-  Institute of African Affairs
-  Institute of Asian Studies
-  Institute of Latin American Studies
-  Institute of Middle East Studies

GIGA German Institute of Global and Area Studies

Leibniz-Institut für Globale und Regionale Studien
(previously the Foundation „German Overseas Institute“)

Neuer Jungfernstieg 21

20354 Hamburg

Germany

Tel.: +49 (0)40 428 25-593

Fax: +49 (0)40 428 25-547

E-Mail: info@giga-hamburg.de

Web: www.giga-hamburg.de