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**Einstein Stiftung Berlin**  
**Einstein Foundation Berlin**

# CHARTER



# CHARTER

(Including the changes made by the Board of Trustees  
on 10 January 2011, and 16 May 2013)

This translation of the Charter is for information  
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## § 1 Name, legal status, registered office

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- (1) The Foundation bears the name “Einstein Foundation Berlin”.
- (2) It is a foundation under civil law, registered in Berlin, and has legal capacity.
- (3) The legal Founder is the state of Berlin.

## § 2 Objective

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- (1) The Foundation supports science, scholarship and research of the highest international level in Berlin.
- (2) The Foundation realizes its objective by supporting, inter alia,
  - a) research-oriented forms of teaching, such as student laboratories, graduate schools, and lectures,
  - b) cross-institutional centres of research, especially through co-funding of research projects and joint proposals, the establishment of working groups and

- chairs, and assistance in providing the necessary infrastructures,
- c) activities towards the dissemination of knowledge,
  - d) specific measures to promote young researchers such as research fellowship programmes, financial aid towards endowed chairs and towards the recruitment of excellent researchers by enhancing the equipment of their groups with staff and instruments,
  - e) the formation of international networks through programmes for visits and exchanges, the award of fellowships in the framework of an international “Berlin Fellowship Programme” in the interest of international collaboration, and similar activities.
- (3) The Foundation either conducts its activities itself (§§ 57 and 58 section 2 of the German Revenue Code, *Abgabenordnung* - *AO*), or through the actions of representatives, or by granting part of its funds to other tax-privileged corporations or corporate bodies under public law to enable them to support activities according to section 2 above, or by procuring funds for the realization of tax-exempt purposes of another corporation or for the realization of tax-exempt purposes of a corporate body under public law (§ 58 section 1 *AO*); the procurement of

funds for a taxable corporation under private law is permissible only if that corporation itself pursues tax-privileged purposes. To realize its objective, the Foundation may establish subsidiaries or joint ventures with other legal entities under private law.

- (4) The Foundation exclusively and immediately pursues charitable aims in the sense of the chapter on tax-privileged activities of the German Revenue Code.
- (5) The Foundation acts disinterestedly. It does not primarily pursue gainful purposes.
- (6) Research results issuing from projects supported by the Foundation are published in a timely manner.

### § 3 Endowment capital, use of funds

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- (1) The endowment capital granted to the Foundation by the state of Berlin is five million Euros.

- (2) The endowment capital must be preserved in its entirety. The endowment is accrued by donations and grants awarded to the Foundation for this purpose. The Foundation is entitled to accept such donations. The Foundation may also add non-earmarked bequests and free reserves according to § 58 section 7a *AO* to its endowment capital.  
Donations towards the endowment capital above a certain value, to be fixed by the Executive Board, may be named after their donator (named funds).
- (3) The Foundation may act as a representative for foundations without legal capacity and undertake the administration of other foundations that have legal capacity insofar as this does not impair its tax-privileged status.
- (4) Income from the endowment capital shall be used towards the Foundation's objective.
- (5) The creation of reserves is permissible insofar as it does not impair the Foundation's tax-privileged status.

- (6) The Foundation's funds may only be used towards the objective described in this Charter. No person may receive benefits through expenses foreign to the Foundation's objective or through disproportionately high remuneration.
- (7) There is no legal claim to receive grants from the Foundation.

## § 4 Statutory bodies of the Foundation

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- (1) The Foundation has the following statutory bodies:
- the Executive Board,
  - the Foundation Council,
  - the Advisory Board
- (2) No member of a statutory body may be member of another statutory body of the Foundation at the same time. Liability of members of the statutory bodies and the executive office towards the Foundation is limited to intent and gross negligence.

## § 5 Executive Board

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- (1) The Executive Board has three to five members.
  
- (2) One member each is appointed by the Foundation Council and by the member of the Senate of Berlin responsible for scientific affairs for the duration of four years. In addition, the President of the Berlin-Brandenburg Academy of Sciences and Humanities (BBAW) is a member of the Executive Board *ex officio*. Should he or she refuse membership, the Foundation Council may appoint another member of the Executive board for the duration of his or her presidency. Vacancies arising before a term of office expires shall be filled forthwith if the Executive Board would otherwise be unable to act.

Renewed appointment to the Executive Board as well as termination of appointment for cause is admissible. Termination of appointment for cause is effected by the person or body responsible for the appointment according to sentences 1 to 3 above. After expiry of their term of office, members of the Executive Board continue to exercise their functions until the appointment of a

successor if the Executive Board is otherwise unable to act.

- (3) The member of the Berlin Senate responsible for scientific affairs may appoint up to two additional members of the Executive Board. Renewed appointment to the Executive Board as well as termination of appointment for cause is admissible. After expiry of his or her term of office, the member of the Executive Board continues to exercise his or her functions until the appointment of a successor if the Executive Board is otherwise unable to act.
- (4) The Foundation Council appoints the chairperson of the Executive Board and a deputy chairperson for the duration of four years. Until the first appointment of members and officers according to § 5 section 2, first sentence and section 4, first sentence of the new Charter, the members of the Executive Board appointed under the previous Charter remain in office with their respective functions. Insofar, § 4 section 2, first sentence, shall not apply.

## § 6 Functions of the Executive Board, legal representation

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- (1) The Executive Board represents the Foundation judicially and extra-judicially. It has the powers of a legal representative. The Executive Board acts through two of its members, one of which must be the chairperson or deputy chairperson. Members of the Executive Board are not subject to the interdiction of self-contracting in § 181 of the German Civil Code.
  
- (2) The Executive Board administers the Foundation according to this Charter on its own responsibility. In doing so, it shall fulfill the intention of the Founder as effectively and sustainably as possible. Members of the Executive Board must administer the endowment capital and the other funds of the Foundation with the utmost diligence and thrift. The Executive Board in particular has the following functions:
  - to set up the Foundation's budget plan,

- to decide upon the use of income from the endowment capital and from grants not destined to accrue the endowment capital, according to the priority areas of support established by the Foundation Council for the respective year according to § 9, first section, third bullet point,
- to prepare the annual report on the realization of the Foundation's objective and the annual accounts of the Foundation's income and expenditure and on its assets (§ 14, second section),
- to appoint the auditor or auditing company selected by the Foundation Council (§ 14 section 3),
- to appoint a managing director or a chief executive of the Foundation's head office and to supervise the conduct of business.

(3) Members of the Executive Board may be granted an appropriate expense allowance. The Foundation Council decides upon the expense allowance and the amount to be granted.

- (4) The Executive Board may establish rules of procedure for itself. They need the approval of the Foundation Council.

## § 7 Meetings and decisions of the Executive Board

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- (1) Meetings of the Executive Board are led by the chairperson.
- (2) The Executive Board takes decisions in meetings or by a written vote. The chairperson or vice-chairperson invites all members of the Executive Board in writing, stating the precise agenda, or to a written vote. The deadline for invitations to regular meetings is 14 days. The member of the Berlin Senate responsible for scientific affairs has the right to attend meetings of the Executive Board in an advisory capacity without voting rights.
- (3) The quorum for meetings of the Executive Board is reached when at least half its members are present. An absent member may ask another member to exercise his

or her right to vote. A written vote is valid when two thirds of the members participate. Votes may also be cast by Telefax or by E-Mail.

- (4) Decisions are taken by simple majority of members participating in a meeting or in a written vote, unless the Charter specifies otherwise.
- (5) Meetings of the Executive Board are recorded in written minutes which must be signed by the chairperson or vice-chairperson. Decisions must be recorded verbatim.
- (6) The Executive Board shall meet at least four times in each fiscal year.

## § 8 Foundation Council

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- (1) The Foundation Council has seven to nine members:
  - a) five to seven members who are experienced in national and international science and science policy,

- b) one university member from the group of institutions eligible to apply for grants of the Foundation, nominated by consensus of these institutions and their partners in research co-operation; the member of the Berlin Senate responsible for scientific affairs declares who has been nominated as university member of the Foundation Council and thus legitimizes his or her nomination. The term of office of the university member is four years; he or she may be reappointed once;
- c) the member of the Berlin Senate responsible for scientific affairs.

The members of the Foundation Council exercise their office on an honorary basis without remuneration. They are entitled to compensation for their expenses. This may take the form of a lump sum fixed by the Executive Board in advance.

- (2) The members according to section 1a) are appointed by the Governing Mayor of Berlin for a period of four years,

based on a joint proposal from the Member of the Berlin Senate responsible for scientific affairs and the members of the Executive Board of the Foundation.

The Hebrew University of Jerusalem, as the custodian of the scientific heritage of Albert Einstein, has an honorary right to nominate one member of the Foundation Council according to section 1a to the member of the Berlin Senate responsible for scientific affairs.

(3) Should members of the Foundation Council withdraw from the Council before the expiry of their term of office, and should in consequence the requirements of section 1, first sentence, no longer be met, then the remaining members alone will represent the Foundation Council until the vacancies are filled. In this case, new members of the Foundation Council shall be appointed forthwith. Renewed appointments and terminations of appointments are admissible.

(4) After expiry of their term of office, members of the Foundation Council continue to exercise their functions if

otherwise the requirements of section 1, first sentence, are no longer met.

- (5) The Foundation Council elects a chairperson and his or her deputy from its members. The chairperson has the right to participate in meetings of the Executive Board in an advisory capacity.

## § 9 Functions of the Foundation Council

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- (1) The Foundation Council advises, supports and supervises the Executive Board in its activities. In particular, it decides upon
- recommendations on the administration of the endowment capital,
  - the budget plan set up by the Executive Board,
  - the priority areas of support for the respective year, i.e. the indicative amounts that may be spent out of the income from the endowment capital and those grants to the Foundation not destined to accrue the endowment capital, for the individual activities

according to § 2, second section (referred to as “decision on priority areas” below).

The decision on priority areas requires unanimity of all members of the Foundation Council present at the meeting or participating in a written vote. Should the decision on priority areas fail because unanimity is not reached, the chairperson of the Foundation Council or his/her deputy may, within four weeks, issue an invitation for a second meeting or for a written vote for a renewed ballot on the priority areas. In this renewed ballot, the decision requires a simple majority of the members of the Foundation Council present at the meeting or participating in the written vote.

- the annual report of the Foundation according to § 14 section 3,
- the exoneration of the Executive Board,
- the Executive Board’s rules of procedure according to § 6 section 4, and
- the rules of procedure of the Advisory Board according to § 11 section 6,
- the establishment of a Research Board which advises the Executive Board on the support of scientific research projects, on development perspectives, and on

a cross-institutional quality assurance for Berlin as a research location. The Research Board shall have 15 members and decide upon its recommendations to the Executive Board in meetings or through written votes. The quorum shall be that half of its members are present at a meeting or two thirds participate in a written vote. The chairperson or his or her deputy, elected by the Research Board from among its members, shall invite the members to meetings or to participate in a written vote. Decisions are taken by simple majority of members present at a meeting or participating in a written vote.

- the appointment of members of the Research Board,
- the Research Board's rules of procedure,
- the selection of the auditor or the auditing company for the Foundation's annual accounts.

(2) The Foundation Council furthermore decides upon

- the establishment of subsidiaries by the Foundation,
- the formation of, or the agreement of joint ventures with, other entities of private law,
- amendments to the Charter,
- the annulment of the Foundation or its merger with another foundation according to § 15; in this case it

must first consult the fiscal authority responsible for the Foundation on the admissibility of the measures proposed in terms of the law on tax privileges.

- (3) The Foundation Council may establish rules of procedure for itself.

## § 10 Meetings and decisions of the Foundation Council

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- (1) The Foundation Council takes decisions in meetings or by a written vote. The chairperson or vice-chairperson invites all members of the Foundation Council in writing, stating the agenda, or to a written vote. The deadline for invitations to meetings is four weeks. The chairperson of the Executive Board has the right to attend meetings of the Foundation Council in an advisory capacity without voting rights.
- (2) The quorum for meetings of the Foundation Council is reached when at least half its members are present. A written vote is valid when two thirds of the members

participate.

- (3) Decisions are taken by simple majority of members participating in a meeting or in a written vote, unless the Charter specifies otherwise. Votes may also be cast by Telefax or by E-Mail.
- (4) Meetings of the Foundation Council are recorded in written minutes which must be signed by the chairperson of the meeting. Decisions must be recorded verbatim.
- (5) The Foundation Council is called to a meeting by the chair at least once a year.

## § 11 Advisory Board

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- (1) The Foundation establishes an Advisory Board which supports the Executive Board by its advice.

- (2) The Advisory Board has up to 13 members. Membership comprises the chairpersons of the Board of Trustees of the four Berlin universities (*Freie Universität Berlin, Humboldt-Universität zu Berlin, Technische Universität Berlin, Universität der Künste Berlin*) as well as three personalities of public life nominated by the Berlin House of Representatives. The term of office of the members nominated by the House of Representatives is governed by section 3, sentences 2 and 3 below. The membership of Representatives ends with their legislative period.
- (3) The member of the Berlin Senate responsible for scientific affairs may appoint up to six further members to the Advisory Board. Their term of office is four years. A single reappointment for two or four more years is admissible.
- (4) The members of the Advisory Board exercise their office on an honorary basis without remuneration. They are entitled to compensation for their expenses.

- (5) The Advisory Board elects a chairperson and his or her deputy from among its members.
- (6) The Advisory Board may establish rules of procedure for itself. They need the approval of the Executive Board and the Foundation Council.

## § 12 Functions of the Advisory Board

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- (1) The Advisory Board develops recommendations towards the realization of the Foundation's objective. It deliberates on measures to increase the chances of success of initiatives in Berlin which are useful to this objective.
- (2) The Executive Council decides on the implementation of the recommendations.

## § 13 Decisions of the Advisory Board

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The Advisory Board takes its decisions in analogy to the rules laid down in § 10.

## § 14 Management, fiscal year

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- (1) The fiscal year of the Foundation is the calendar year.
- (2) The Executive Council shall record the income and expenditures of the Foundation and collect the documentary evidence. After the end of each fiscal year, tables of the income and expenditure and of the Foundation's assets shall be drawn up and a report prepared on the realization of the Foundation's objective.
- (3) The Executive Council shall have the Foundation audited by an auditor or an auditing company. An individual auditor must not audit the Foundation for more than five years. The mandate for auditing must include the preservation of

the endowment capital as well as the concordance between the use of the Foundation's funds (income and grants) and the Charter, and the preparation of an audit report according to § 8 section 2 of the Berlin Law on Foundations (*Berliner Stiftungsgesetz, StiftG Bln*). The Foundation Council ratifies the report on the realization of the Foundation's objective, together with the audit report according to sentences 1 and 3 above, and its own appraisal thereof, as the Annual Report.

- (4) The Executive Council appoints a managing director or a chief executive of the Foundation's head office. He or she receives a remuneration. The managing director or chief executive appointed according to sentence 1 manages the formal conduct of business in the Foundation, prepares the meetings of its bodies, and attends to their conduct and to the implementation of their decisions. He or she conducts the correspondence with the supervisory institutions for foundations in the name of the representative body inasmuch as the Executive Council is not itself obliged to do this.

## § 15 Amendments to the Charter, cancellation or annulment of the Foundation, merger with another Foundation, rights to the assets

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- (1) The Foundation Council has power to amend the Charter as long as the charitable character of the Foundation remains unchanged. In this case it must first consult the fiscal authority responsible for the Foundation on the admissibility of the amendments proposed in terms of the law on tax privileges.
- (2) Decisions on amendments to the Charter, with the exception of the cases governed by section 3 below, are taken by simple majority of the members of the Foundation Council present at a meeting or participating in a written vote.
- (3) Decisions on amendments to the Charter concerning the objective of the Foundation as well as decisions on its cancellation or annulment or its merger with another foundation may only be taken at a meeting of the

Foundation Council with a majority of two thirds of its membership.

- (4) If the Foundation is dissolved or annulled or if its tax-privileged objectives cease to exist, its assets shall be equally divided between the *Freie Universität Berlin*, the *Humboldt-Universität zu Berlin*, the *Technische Universität Berlin* and the *Universität der Künste Berlin* for the support of science and research, education and schooling, art and culture.

## §16 Supervision by the state

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- (1) The Foundation is supervised by the state of Berlin according to the Berlin Law on Foundations (*Berliner Stiftungsgesetz – StiftG Bln*).
- (2) The members of the Foundation's representative body, according to § 8 StiftG Bln, are under the obligation to inform the supervising authority

- without delay of the composition of the Foundation's statutory bodies, including the repartition of offices in these bodies, supplying evidence (e.g. records of elections, deeds of appointment, letters of acceptance or resignation, and other documents),
- of the address of the Foundation and the home addresses of the members of the representative body,
- of the Annual Report, ratified in accordance with § 14 section 3; this should take place within eight months after the end of the fiscal year, enclosing the record of the Foundation Council's decision.

(3) Decisions on amendments to the Charter, on the annulment of the Foundation or its merger with another foundation are subject to approval by the supervising authority. The application for approval shall be lodged with the supervising authority by the members of the Executive Board having the power to represent the Foundation according to § 6 section 1.

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