

**GIGA**

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

# CHARTER

Valid since 1 May 2020

**German Institute for Global and Area Studies (GIGA)  
Leibniz-Institut für Globale und Regionale Studien**

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May 2020

# **Charter of the Foundation German Institute for Global and Area Studies**

**valid as of 1 May 2020**

## **§ 1**

### **Name, registered address, business year**

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

## **§ 2**

### **Purpose of the Foundation**

- 1) The purpose of the Foundation is the promotion of scholarship and research. The Foundation fulfils this purpose by carrying out research on political, social, and economic conditions and developments in Africa, Asia, Latin America, and the Middle East. Furthermore, it conducts research on cross-regional, global, and comparative topics and is dedicated to the transfer of knowledge into the domains of politics, the economy, and society. It operates an information centre in which, above all, specialised literature is collected, indexed, and made publicly available. The Foundation is politically and financially independent.
- 2) In order to obtain and make use of the results of its work, the Foundation maintains close relations with Universität Hamburg and other scholarly institutions, with domestic and international researchers, with practitioners in the fields of politics and economics, and with domestic and international institutions. The research findings are published.
- 3) The Foundation operates the following four Regional Institutes:
  - a) GIGA Institute for African Affairs/GIGA Institut für Afrika-Studien (IAA),
  - b) GIGA Institute for Asian Studies/GIGA Institut für Asien-Studien (IAS),
  - c) GIGA Institute for Latin American Studies/GIGA Institut für Lateinamerika-Studien (ILAS),
  - d) GIGA Institute for Middle East Studies/GIGA Institut für Nahost-Studien (IMES).
- 4) The Foundation exclusively and directly pursues charitable purposes in the spirit of the section “Tax-Privileged Purposes” (steuerbegünstigte Zwecke) of the German Fiscal Code (Abgabenordnung). The Foundation conducts altruistic activities; it does not primarily pursue aims serving its own economic interests. The Foundation’s resources shall be used for no other purpose than those defined by the Charter. No person shall benefit from disbursements that do not serve the corporation’s purposes 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 augmented by endowments (financial contributions, rights, and other assets) bestowed by the founder or by third parties. Insofar as bequests are not expressly earmarked as assets of the Foundation, they shall exclusively and without delay serve the purposes 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 businessperson and in assets that are deemed secure. The assets of the Foundation are to be maintained and may not be alienated or encumbered unless the proceeds can be used to acquire assets of an equivalent value without delay. The Board of Trustees issues investment guidelines or implementation provisions.
- 3) The proceeds of the assets of the Foundation and all other income of the Foundation are bound to the purposes defined in this Charter.

### § 4

#### Organs of the Foundation

The organs of the Foundation are

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

### § 5

#### Executive Board

- 1) The Executive Board consists of the President, the Vice President, the Directors of the Regional Institutes, and the Managing Director. 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 can be removed by the Board of Trustees acting in accordance with the Federal Government, represented by the Federal Foreign Office (*Auswärtiges Amt*), and the Senate of the Free and Hanseatic City of Hamburg. The President is appointed for a term of office of five years. Reappointment is permissible. The term of office shall end when it expires or upon actual retirement, but at the latest when the standard retirement age is reached in accordance with the legal provisions.
- 3) Acting upon recommendation of the President, the Board of Trustees appoints the Vice President from among the Directors of the Regional Institutes and has the authority to remove the Vice President. The term of office for the Vice President is five years. Reappointment is permissible. The term of office shall end when it expires or upon actual retirement, but at the latest when the standard retirement age is reached in accordance with the legal provisions.
- 4) Acting upon recommendation of the President, the Board of Trustees appoints and has the authority to remove the Managing Director. The term of office shall end by dismissal or upon actual retirement, but at the latest when the standard retirement age is reached in

accordance with the legal provisions. The Managing Director carries out, in close conjunction with the President, particularly the following duties:

- a) the administration and investment of the assets of the Foundation, including grants and any other income,
  - b) the preparation of the Programme Budget, including the budget (*Haushalt*), following consultation with the Executive Board,
  - c) the closing of accounts.
- 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 Managing Director 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 to be represented solely by the President or jointly by the Vice President and the Managing Director.
  - 7) Acting upon recommendation of the President, the Board of Trustees appoints and has the authority to remove the Directors of the Regional Institutes. The term of office is five years. Reappointment is permissible. The term of office shall end when it expires or upon actual retirement, but at the latest when the standard retirement age is reached in accordance with the legal provisions.
  - 8) The Executive Board advises the President in all matters concerning the Foundation.
  - 9) The duties of the Executive Board consist chiefly of the following:
    - a) implementation of resolutions passed by the Board of Trustees,
    - b) coordination of the Foundation's scholarly work,
    - c) conducting of deliberations on the allocation of human and financial resources,
    - d) conducting of deliberations on the Programme Budget, including the budget (*Haushalt*), and the Annual Report,
    - e) preparation of the Research Plan in close consultation with the Academic Advisory Board,
    - f) implementation and termination of Research Programmes and project groups,
    - g) the employment, promotion, and dismissal of employees.
  - 10) The Executive Board convenes regularly – no fewer 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) Resolutions of the Executive Board are passed by simple majority. However, no resolution of the Executive Board can be passed in the case of an opposing vote by 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 may pass a resolution at any duly convened meeting as long as no fewer than three Board members are present. In matters of particular urgency, resolutions of the Executive Board may be passed in writing. Every Board member is to be included in this procedure. The members are to express their agreement, abstention, or opposition within a reasonable period of time. A resolution is passed if the majority expresses that it is in favour of the proposal, provided no fewer than three members vote in favour of it.
  - 14) Written records of Board meetings are to be made and preserved.
  - 15) Decisions on personnel matters concerning the research staff of a Regional Institute are to be reached, if possible, by consensus and may – with the exception of notices of termination/dismissal – not be taken against the vote of the respective Director of the Regional Institute.

- 16) The Executive Board shall include the heads of research units working across the departments of the institute, e.g. Research Programmes, in the planning and scholarly coordination of research.
- 17) Participation in the activities of the Executive Board is part of the Directors' duties. There shall be no additional remuneration for it.

## **§ 6**

### **President's Duties**

In addition to the duties as a member of the Executive Board named in § 5, the President has the following duties:

- 1) Taking into account the resolutions passed by the Board of Trustees, the President determines the guidelines for the realisation of the Foundation's purpose. For this, she/he shall take care that all opportunities for cooperation with other research institutions are taken advantage of. She/he shall ensure that work conducted for third parties does not impede the performance of the tasks of the Foundation. If, due to the performance of new tasks, long-term structural and financial effects are expected for a Regional Institute, then the President shall obtain prior approval from the Executive Board and the Board of Trustees.
- 2) 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 President's unavailability, these duties shall be discharged by the Vice President.
- 3) 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.
- 4) Further duties of the President include the following:
  - a) preparation of meetings of the Executive Board,
  - b) preparation of the Annual Report in close collaboration with the Managing Director and following consultation within the Executive Board.

## **§ 7**

### **Board of Trustees**

- 1) The Board of Trustees consists of no fewer than nine and no more than 17 voting members.
- 2) Among the members of the Board of Trustees there shall be one representative of each of the founders; one representative of the Federal Government, represented by the Federal Foreign Office; and one representative of the Leibniz Association (Leibniz-Gemeinschaft). The GIGA's Executive Board is to be notified in writing of the delegation of these members. They may be appointed for an indefinite or a fixed period of time. The tenure ends upon expiry of the specified term of office. Alternatively, it can be ended by decision of the sending institution, which shall take effect upon written notification to the Executive Board. Reappointment is permissible.
- 3) With consideration given to the regions to be researched by the Foundation, additional members should be appointed from among representatives of organisations that have a particular interest in the aims of the Foundation and are of particular importance for the Foundation's work. The head of the particular ministry of the Free and Hanseatic City of Hamburg responsible for science and research, in agreement with the Federal Government, the latter represented by the Federal Foreign Office, shall appoint these members for a period of five years. Reappointment is permissible.

- 4) The Chairperson of the Academic Advisory Board is an ex officio member of the Board of Trustees serving in an advisory capacity without voting rights.
- 5) From among its members, the Board of Trustees elects its Chairperson and Deputy Chairperson. The Chairperson convenes the Board of Trustees whenever necessary. It must be convened upon request of the Free and Hanseatic City of Hamburg, the Federal Government, the latter represented by the Federal Foreign Office, or the President.
- 6) Resolutions made by the Board of Trustees shall pass with a simple majority as long as the Charter does not state otherwise. In the event of a tied vote, the Chairperson's vote is the deciding vote. Resolutions on matters of importance for policy on research and scholarship, resolutions that will have substantial financial repercussions, or resolutions related to the Foundation's leadership personnel cannot be taken against the vote of the representative of the Free and Hanseatic City of Hamburg or of the Federal Government, the latter represented by the Federal Foreign Office. The Board of Trustees is considered quorate if it has been convened with a pre-announced agenda at least three weeks in advance and no less than half of the members are present or represented. Resolutions can be passed by the Board of Trustees in writing as long as no member of the Board of Trustees has objected to the written procedure in those particular cases. Written transmissions by way of telecommunication are permissible.
- 7) Any member of the Board of Trustees can designate as a proxy another member of the Board of Trustees to assume her/his seat and vote in the Board of Trustees.
- 8) The President and the Managing Director participate in the meetings of the Board of Trustees in an advisory capacity. The participation of further guests is permitted.
- 9) The members of the Board of Trustees carry out the functions of 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. It is permissible that attendance fees for meetings or expense allowances be paid only if, acting in agreement with the competent tax office and the supervisory authority, the Executive Board issues guidelines on this matter.

## § 8

### 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 legality and economic efficiency. Chiefly, it has the following duties:
  - a) advising the President on setting guidelines regarding how the Foundation's purpose is to be pursued, on measures aimed at improving collaboration within the Foundation and with third parties, and on important personnel matters;
  - b) approval of the Programme Budget, including the budget (*Haushalt*), and of the Research Plan, as well as of resolutions passed by the President and the Managing Director concerning the administration and investment of the Foundation's capital and concerning the use of the assets of the Foundation and unrestricted grants; the Programme Budget, including the budget (*Haushalt*), shall be authorised with the votes of the representatives of the Free and Hanseatic City of Hamburg and the Federal Government, the latter represented by the Federal Foreign Office;
  - c) approval of the Annual Report and the closing of accounts, as well as giving formal discharge of the actions (*Entlastung*) of the Executive Board.

- 2) Acting in accordance with the Federal Government, represented by the Federal Foreign Office, and the Senate of the Free and Hanseatic City of Hamburg, the Board of Trustees is tasked with the appointment and removal of the President, the Vice President, and the Managing Director.
- 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 recommendation of the President,
  - b) appointment of the members of the Academic Advisory Board and of the Council for Financial Affairs,
  - c) passing of resolutions on changes to the Charter and on the dissolution of the Foundation,
  - d) approval of extraordinary legal transactions and measures exceeding the scope of the day-to-day business,
  - e) review of the written records of the Academic Advisory Board,
  - f) raising of claims of the Foundation vis-à-vis the members of the Executive Board.
- 4) For the performance of certain tasks, the Board of Trustees may form committees that can include non-members of the Board of Trustees.
- 5) For legal transactions with the President, the Chairperson of the Board of Trustees in addition to 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, represented by the Federal Foreign Office, shall jointly represent the Foundation. The Board of Trustees may relieve the President from the limitations of § 181 of the German Civil Code (BGB).

## **§ 9**

### **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 scholarly and technical work programme, domestic and international cooperation, and the presentation of research findings. In particular, it advises the Board of Trustees and the Executive Board regarding the following:
  - a) determination of the Foundation's guidelines,
  - b) preparation of the Research Plan and the Programme Budget,
  - c) planning of collaboration with domestic and international institutions,
  - d) implementation and discontinuation of Research Programmes.
- 2) The Academic Advisory Board evaluates on a regular basis the quality of the Foundation's scholarly work. 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 scholars or other experts of international repute in the Foundation's area of research who are in the active stage of working life.
- 4) Upon recommendation 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. Re-appointment for one term is permissible.



- 6) The Academic Advisory Board shall elect one of its members as Chairperson and one of its members as Deputy Chairperson. The Chairperson of the Academic Advisory Board is an ex officio member of the Board of Trustees serving in an advisory capacity without voting rights.
- 7) The Board of Trustees and the Executive Board shall inform the Academic Advisory Board in all matters relevant to the latter's advisory duties.
- 8) Given any changes within the Academic Advisory Board, the supervisory authority is to be notified without delay and provided with the relevant documentation.

## **§ 10**

### **Council for Financial Affairs**

- 1) Upon recommendation of the representative of the Free and Hanseatic City of Hamburg, the Board of Trustees appoints the members of the Council for Financial Affairs. The appointment to the Council of members of the Board of Trustees is permissible, as is the appointment of other competent persons. A member's term of office is two years. Reappointment is permissible. 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 fewer than three and no more than five members. The Free and Hanseatic City of Hamburg and the Federal Government, the latter represented by the Federal Foreign Office, shall each provide a minimum of one member. The Foundation's President, Vice President, and/or Managing Director 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 deciding vote.
- 3) The Council for Financial Affairs convenes generally twice per annum.
- 4) The Council for Financial Affairs advises the Board of Trustees on financial, organisational, and personnel matters, as well as on the approval of the investment and administration of the assets of the Foundation. It is to make recommendations to the Board of Trustees regarding the approval of the Programme Budget, including the budget (*Haushalt*), and the formal discharge of the actions (*Entlastung*) of the Executive Board.
- 5) The Board of Trustees shall be convened at the request of the Council for Financial Affairs.

## **§ 11**

### **Equal Opportunity Commissioner**

- 1) The Executive Board appoints for four-year terms the Equal Opportunity Commissioner and the Deputy Equal Opportunity Commissioner who shall have been elected by way of secret ballot by eligible personnel. Reappointment is permissible.
- 2) Legal status, duties, and powers of the Equal Opportunity Commissioner are governed by the latest version of the Equality Implementing Agreement (AV-Glei) of the Joint Science Conference (GWK) and by the latest version of the agreement between the GIGA and the Free and Hanseatic City of Hamburg regarding the promotion of equal opportunities in the framework of implementing the AV-Glei. The Equal Opportunity Commissioner's duty to report includes an annual report of her/his work to the Board of Trustees.

## § 12

### **Budget and Budget Management**

- 1) The proceeds of the assets of the Foundation as well as the grants and income for the day-to-day business requirements shall be utilised pursuant to the Programme Budget, including the budget (*Haushalt*), which is to be set up for the respective business year.
- 2) The budget shall document the income and expenditures of the Foundation in full; it is to be drafted in accordance with the gross budget rule.
- 3) The Managing Director draws up the Programme Budget, including the budget (*Haushalt*), for each business year. She/he shall make it 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 budget, this procedure is to be followed accordingly.

## § 13

### **Annual Report and Accounting**

- 1) The President presents to the Board of Trustees an Annual Report and a statement of accounts for the income and expenditures and for the assets and debts of the Foundation in the elapsed business year.
- 2) The Federal Audit Office (*Bundesrechnungshof*) and the Audit Office (*Rechnungshof*) of the Free and Hanseatic City of Hamburg are entitled to have officials conduct audits reviewing the utilisation of public funding pursuant to § 91 of the Federal Budget Code (*Bundeshaushaltsordnung*)/State Budget Code (*Landeshaushaltsordnung*).

## § 14

### **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 purpose of the Foundation require consent from the competent tax office.
- 2) Any amendment requires the affirmative vote of at least two-thirds of the members of the Board of Trustees. If this majority is not achieved in the first vote on the resolution, 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 shall be deemed sufficient provided that the exact wording of the amendment to the Charter is stated when the meeting is convened and that the change to the majority requirements has been made expressly clear.
- 3) The Foundation may be dissolved by resolution of the Board of Trustees. Section 1 sentence 2 and section 2 apply correspondingly.
- 4) Neither amendments to the Charter nor the dissolution of the Foundation can be resolved against the votes of the representatives of the Free and Hanseatic City of Hamburg and the Federal Government, the latter represented by the Federal Foreign Office.
- 5) Resolutions on amendments to the Charter or the dissolution of the Foundation require approval by the supervisory authority.

## **§ 15**

### **Use of the Assets of the Foundation after Dissolution of the Foundation**

In the event of the dissolution or termination of the Foundation or in the event of the loss of its tax-privileged purposes, 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 pension obligations – shall be proportionately returned to them and shall, exclusively and without undue delay, be used by them for charitable purposes. Subsequent to the deduction of all obligations, the remaining assets shall be made available to a legal entity of public law or any other tax-privileged corporation for the purpose of promoting science and research; resolutions to this end shall be passed by the Board of Trustees with a two-thirds majority of its members. Such a resolution cannot be passed against the votes of the representatives of the Senate of the Free and Hanseatic City of Hamburg and of the Federal Government, the latter represented by the Federal Foreign Office.



# GIGA

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