

Statutes of the German University of Digital Science Foundation

§1

Name, legal status, registered office

- 1.1 The foundation bears the name German University of Digital Science Foundation.
- 1.2 It is a foundation with legal capacity under civil law and has its registered office in Berlin.

§2

Purpose of the foundation, charitable status

- 2.1 The German University of Digital Science Foundation, based in Berlin, pursues exclusively and directly charitable purposes within the meaning of the section "Tax-privileged purposes" of the German Tax Code.
- 2.2 The purpose of the foundation is the promotion of science and research, education and the promotion of education and popular and vocational training, including student support.
- 2.3 The statutory purposes pursuant to § 2.2 are realized in particular by
 - Assuming sponsorship for the German University of Digital Science (UDS) and comparable universities for digital sciences, in particular by holding shares and providing or supporting university buildings;
 - Projects for the promotion of young scientists in the fields of digital science with a focus on digital business, digital economy, digital communication, cyber security, artificial intelligence & robotics, data analytics, digital law, digital culture, etc.; if scholarships are awarded to students or doctoral candidates in this context, they are awarded on the basis of comprehensible and transparent criteria;
 - Conception and development of the laboratories for applied research and the international university research institutes of the German UDS and comparable universities (in particular with regard to international networking, symposia and publications);
 - Development of didactic concepts and new forms of teaching;
 - developing the digital platforms and start-up incubators of the German UDS and comparable universities;
 - informing the general public through public relations work.
- 2.4 The purpose of the foundation is also to raise funds for other non-profit organizations or legal entities under public law for use for the purposes mentioned in § 2.2 (§ 58 no. 1 AO).

- 2.5 The Foundation is a non-profit organization; it does not primarily pursue its own economic purposes.
- 2.6 The Foundation's funds may only be used for the statutory purposes.
- 2.7 No person may benefit from expenses that are alien to the purpose of the foundation.
- 2.8 In order to fulfill its purposes, the company may call in auxiliary persons and cooperate with other tax-privileged corporations or legal entities under public law through joint projects or donations within the meaning of § 58 nos. 2 to 5 AO.

§3

Entitlement to benefits

A legal claim to benefits from the Foundation is excluded.

§4

Foundation assets, endowments, reallocations

- 4.1 The foundation assets (basic assets) must be maintained permanently and undiminished. The initial foundation assets are set out in the foundation agreement.
- 4.2 Endowments (contributions to the foundation's assets) are permitted. In particular, endowments in the form of a (partial) consumable endowment are also permitted. Donations without a designated purpose based on a disposition upon death may be allocated to the foundation's basic assets or to expendable foundation assets or to funds for current use at the decision of the Board of Directors. In the case of an allocation to expendable foundation assets, the Board of Directors also determines the period of use and the distribution of the funds over this period.
- 4.3 The foundation may acquire real estate and shares in companies or accept them as endowments and hold them in its basic assets. Reallocation of assets is permitted to the full extent.
- 4.4 The Foundation may invest in companies, in particular in companies founded by students or lecturers at the supported universities or as part of the universities' incubators and labs. The Foundation may also enter into high-risk investments and participate in the establishment of companies. Such investments are limited to a maximum of 10 percent of the basic assets available at the time the foundation is established and 20 percent of other endowments to the basic assets. Any asset losses from such participations that are congruent with the Foundation's funding purposes and remain within the above limits do not have to be compensated. Compensation for any asset losses is also not required if and to the extent that the Foundation acquires high-risk equity interests in companies free of charge, for example by way of an endowment, and these equity interests permanently lose value or become worthless.

§5

Fulfillment of tasks and use of funds

- 5.1 The foundation fulfills its tasks from the income from the foundation's assets, any expendable assets and donations, unless they are intended by the donor to increase the basic assets.
- 5.2 All funds may only be used for the purposes set out in the articles of association.
- 5.3 Reserves may be formed within the limits permitted under charitable law.
- 5.4 The activities of the foundation's bodies are generally honorary. Expenses are reimbursed. The Board of Trustees may decide on an appropriate lump sum for the material and time expenditure of the members of the Board of Trustees if the Foundation's funds permit this and the permanent and sustainable fulfillment of the Foundation's purpose is not jeopardized. Subject to the same proviso, the Board of Directors may, with the consent of the Board of Trustees, appoint a member of the Board of Directors as Managing Director and pay him/her appropriate remuneration for his/her activities. The members of the Board of Trustees do not receive any compensation for expenses.

§ 6

Board of Trustees

- 6.1 The Board of Trustees consists of at least one member and has a single term of office. The first member of the Board of Trustees is appointed for a term of office of five years in the foundation agreement. Otherwise, the Board of Trustees is elected by the Board of Trustees for a term of five years. Re-election is permitted. Additional members of the Board of Trustees can be elected at any time for the duration of the current term of office. Premature dismissal of a member of the Board of Directors by the Board of Trustees is also possible without good cause; however, the Board of Trustees must pass this resolution unanimously. After expiry of their term of office, the members of the Board of Trustees shall continue in office until their successor takes office.
- 6.2 The Board of Trustees elects a Chairperson and a Deputy Chairperson from among its members, who represents the Chairperson in all matters in the event of his/her absence.

§ 7

Representation of the Foundation, duties of the Board of Trustees

- 7.1 The Foundation Board represents the Foundation in and out of court. Its members are authorized to represent the Foundation individually. The members of the Foundation Board are exempt from the restrictions of § 181 BGB.
- 7.2 The Board of Trustees conducts the Foundation's day-to-day administrative business with the necessary care.

§ 8

Procedure of the bodies, audit, financial year

- 8.1 The Board of Directors and the Board of Trustees shall be convened by the respective chairperson as required, stating the agenda and giving 14 days' notice. Meetings must also be convened if two members of the respective body so request.
- 8.2 The Board of Directors and the Board of Trustees always have a quorum if they have been duly convened. Errors in the summons shall be deemed to have been rectified if all members concerned are present or participate in the resolution and no member of the body raises an objection. Resolutions can also be passed by the Executive Board and Foundation Board without a summons if all members of the body are present or participate in the passing of the resolution and no member of the body raises an objection.
- 8.3 Members of governing bodies may be represented by another member of the governing body to which they belong when passing resolutions or at meetings.
- 8.4 The Executive Board and the Board of Trustees make their decisions by a simple majority of the votes cast, except in the cases specified in § 11. In the event of a tie, the Chairperson shall have the casting vote.
- 8.5 Provided no member objects to this procedure, resolutions may also be passed by written or electronic circulation procedure or by telephone or video conference. This does not apply to decisions in accordance with § 11. The participation of at least half of the members of the Board of Directors is required for resolutions passed in this way to be effective.
- 8.6 Minutes must be taken and signed by the respective chairperson or his/her deputy. The minutes must be brought to the attention of all members of all foundation bodies.
- 8.7 The Board of Trustees may decide that the Foundation and its annual financial statements be audited by an auditor or auditing company. The audit mandate must then also cover the preservation of the foundation's assets and the use of income and any donations in accordance with the articles of association, including the preparation of an audit report in accordance with § 8 Paragraph 2 of the Berlin Foundation Act (StiftG Bin). The financial year is the calendar year.

§9

Foundation Board

- 9.1 The Board of Trustees consists of a minimum of three and a maximum of nine members. The first member of the Board of Trustees is appointed by the founder. Thereafter, the members of the Board of Trustees are appointed by the Board of Trustees on the recommendation of the Management Board. If candidates proposed by the Management Board are rejected by the Board of Trustees, the Management Board must propose new candidates. If these candidates are also not approved by the Board of Trustees, the President of the University of Potsdam proposes candidates and the Board of Trustees is then obliged to appoint them. This only applies until the minimum number of members of the Board of Trustees has been reached in accordance with sentence 1.

- 9.2 The Board of Trustees shall elect a Chairperson and a Deputy Chairperson from among its members, who shall represent the Chairperson in all matters if the Chairperson is unable to attend. § Section 112 AktG applies accordingly.
- 9.3 The term of office of the members of the Board of Trustees is four years; the term of office is the same for all members. By resolution of the Management Board and the Board of Trustees, the Board of Trustees can be supplemented by additional members for the remaining term of office, even during the current term of office. Reappointment is permitted. In the event of the premature resignation of a member of the Board of Trustees, the new member is only appointed for the remainder of the term of office. After expiry of their term of office, the members of the Board of Trustees remain in office until their successors take office. If members of the Board of Trustees resign prematurely, the remaining members shall form the Board of Trustees alone until the Board of Trustees is completed. This also applies if, following the premature resignation of one or more members, the Board of Trustees has fewer members than provided for in § 9.1.
- 9.4 The Board of Trustees advises, supports and monitors the Board of Trustees in its activities. In particular, it decides on
- the discharge of the Board of Trustees,
 - the annual report submitted by the Executive Board;
 - amendments to the Foundation's Articles of Association and structural changes in accordance with § 11.
- 9.5 At the proposal of the Management Board, the Foundation Board may issue rules of procedure for itself and/or the Management Board in addition to these Articles of Association.

§ 10

Board of Trustees

The Foundation may establish a Board of Trustees by resolution of the Board of Directors and the Board of Trustees. The Board of Trustees advises the Executive Board and the Board of Trustees. The members of the Board of Trustees are appointed and dismissed by resolution of the Management Board, which requires the approval of the Foundation Board. They do not receive any remuneration for their activities.

§ 11

Amendments, structural changes and dissolution of the Foundation

- 11.1 Amendments to the Articles of Association should be permitted to the greatest extent possible within the framework of the applicable statutory provisions. In particular, it should be possible, to the extent permitted by law, to extend the Articles of Association to include further purposes to be pursued by the Foundation within the meaning of Sections 52 and 53 of the German Fiscal Code, to include new important measures for the realization of the Foundation's purpose and to amend the composition and responsibilities of the bodies and other provisions relating to the internal organization of the Foundation. In addition to its legal admissibility, the sole prerequisite for an amendment to the Articles of Association is the conviction of the bodies or persons authorized to adopt the resolution that the intended amendment is reasonable and necessary for the effective implementation of the Foundation's objectives.

- 11.2 Paragraph 1 also applies accordingly to the merger of the Foundation with another foundation and other permissible structural changes.
- 11.3 Resolutions on amendments to the Articles of Association, the merging of the Foundation with another foundation or other structural changes and on the dissolution of the Foundation shall be adopted by the Board of Directors and the Board of Trustees with a majority of two thirds of their members in each case.
- 11.4 Resolutions on amendments to the Articles of Association, the merger of the Foundation with another foundation or other permissible structural changes require the approval of the supervisory authority. Approval must be applied for from the supervisory authority by the members of the Board of Directors authorized to represent the Foundation in accordance with § 7.1.

§ 12

Transfer of assets

If the Foundation is dissolved or ceases to have tax-privileged purposes, the assets of the Foundation shall be transferred to the German University of Digital Science gGmbH (beneficiary), which must use them directly and exclusively for charitable purposes.

§ 13

Foundation supervision, legal capacity

- 13.1 The foundation is subject to the supervision of the foundation supervisory authority.
- 13.2 Pursuant to § 8 StiftG Bln, the Executive Board is obliged to inform the supervisory authority
- a) to immediately notify and document the respective composition of the Foundation's bodies, including the distribution of offices within the bodies, as well as the address of the Foundation and the residential addresses of the members of the Board of Directors;
 - b) submit the annual report; the relevant resolution of the Board of Trustees must be attached. If no audit is carried out in accordance with § 8.7 of these Articles of Association, this should take place within four months of the end of the financial year, otherwise within eight months of the end of the financial year.
- 13.3 The foundation acquires legal capacity upon recognition of the foundation by the foundation supervisory authority.

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Transfer of assets

If the Foundation is dissolved or ceases to have tax-privileged purposes, the assets of the Foundation shall be transferred to the German University of Digital Science gGmbH (beneficiary), which must use them directly and exclusively for charitable purposes.

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Foundation supervision, legal capacity

- 13.1 The foundation is subject to the supervision of the foundation supervisory authority.
- 13.2 In accordance with § 8 StiftG Bln, the Board of Directors is obliged to inform the supervisory authority
- a) immediately notify and document the respective composition of the Foundation's bodies, including the distribution of offices within the bodies, as well as the address of the Foundation and the residential addresses of the members of the Board of Directors;
 - b) submit the annual report; the relevant resolution of the Board of Trustees must be attached. If no audit is carried out in accordance with § 8.7 of these Articles of Association, this should take place within four months of the end of the financial year, otherwise within eight months of the end of the financial year.
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