

**Statutes of the Foundation
German Cancer Research Center, Heidelberg**

I. General provisions

§ 1

Legal form, registered office

The "German Cancer Research Center", hereafter referred to as German Cancer Research Center, is a foundation under public law of the State of Baden-Württemberg with its registered office in Heidelberg. It can establish regional offices.

§ 2

Purpose of the Foundation

(1) The purpose of the German Cancer Research Center is to perform cancer research.

(2) The German Cancer Research Center can undertake further tasks associated with the above. These include amongst others those in the area of advanced training and education, in particular, the promotion of junior researchers, cancer information and cancer prevention, translational research, health economics, implementation, use and exploitation of research results as well as tasks in the sense of policy consultation.

(3) The research results should be opened to the public in an appropriate manner.

§ 3

Non-profit status

(1) The German Cancer Research Center exclusively and directly pursues non-profit making purposes as defined by the section "Tax-privileged purposes" of the German Fiscal Code.

(2) Any profits may only be used for statutory purposes. No individual must be favored by expenditure that is beyond the purpose of the German Cancer Research Center or by disproportionately high compensation.

(3) The German Cancer Research Center is not entitled to take out or grant loans or credits or to assume guarantees, warranties or similar liabilities.

§ 4

Assets of the Foundation

The assets of the German Cancer Research Center consists of goods and rights that are and will be created or acquired by resources provided to the German Cancer Research Center by the Federal Republic of Germany, hereinafter referred to as Federal Government, the State of Baden-Württemberg

or third parties. The assets of the Foundation shall be used only for purposes determined in § 2 of this Statute.

§ 5

Financing of the Foundation

(1) The Federal Government and the State of Baden-Württemberg will raise the necessary expenses of the German Cancer Research Centers through grants. The Free State of Saxony will raise its share for financing the National Center for Tumor Diseases (NCT) in Dresden through grants. The grants will be raised according to the management policies currently applicable (Financial Statute of the Helmholtz Association of German Research Centers) and on the basis of detailed arrangements.

(2) The resources to be mobilized according to above (1) will be contributed to the German Cancer Research Center on the basis of the budgetary provisions and in the framework of the approved business plans of the Federal Government and the states involved in funding according to (1).

§ 6

Budget of the Foundation

(1) The business plan of the German Cancer Research Center must include all revenues expected in the financial year, all anticipated expenditures and commitment appropriations likely to be needed. Revenue and expenditures should be balanced.

The business plan requires approval by the foundation authorities of the State.

II. Bodies of the Foundation

§ 7

Bodies

The bodies of the Foundation are

- a) the Board of Trustees,
- b) the Management Board,
- c) the Scientific Council.

§ 8

Duties of the Board of Trustees

(1) The Board of Trustees monitors the lawfulness, expediency and economic viability of the management commercial operations of the German Cancer Research Center. It decides on the general research objectives and the most important research political and financial matters of the German Cancer Research Center. It may issue instructions to the

Management Board, particularly in regards to research policy and financial matters and for the performance of success controls.

(2) The Board of Trustees specifies the yearly business and finance plans including the expansions and investment programs. It decides on amendments of the statutes and the resolution of the German Cancer Research Center and in other cases determined by these Statutes. It appoints the members of the Management Board and recalls them.

(3) Advance agreement of the Board of Trustees requires

- a) the annual and multiannual research programs,
- b) the assumption of further and cessation of previous tasks,
- c) the formation, dissolution and merger of the Research Programs the start and the end of strategic initiatives and partnerships in the sense of § 18 of these Statutes and the extension of Research Programs and strategic initiatives and partnerships,

d) the rules of procedure of the Board of Trustees, the Management Board and the Scientific Committee,

e) extraordinary legal transactions and measures that go beyond the framework of ongoing business and which can significantly influence the position and activity of the German Cancer Research Center, such as important agreements on cooperation with domestic and foreign partners, academic institutions and industry, as well as the foundation of and the participation in companies according to §20(2) of these Statutes.

f) Measures of compliance with or design of the collective agreement and general compensation and social regulations.

(4) The Board of Trustees may give its approval generally to certain types of legal transactions and measures.

(5) In urgent cases, the prior written consent of the chairperson and the deputy chairperson of the Board of Trustees is sufficient. The other members of the Board of Trustees shall be informed immediately by the chairperson.

§ 9

Composition of the Board of Trustees, election of the Chairperson of the Board of Trustees

(1) The Board of Trustees consists of a maximum of thirteen members who exercise their office gratuitously. The liability of the members is limited to intent and gross negligence.

(2) The Board of Trustees includes:

a) two members who are delegated and recalled by the Federal Government,

b) two members who are delegated and recalled by the State of Baden-Württemberg,

c) one member who is delegated and recalled by the Free State of Saxony,

d) two scientific employees/department heads of the German Cancer Research Center, among them the chairperson and an additional member of the Scientific Council who is appointed by the State of Baden-Württemberg in agreement with the Federal Government,

e) three external members from the Scientific Committee, among them the chairperson and the deputy chairperson who are appointed after consultation of the Management Board and the Scientific Council of the State of Baden-Württemberg in agreement with the Federal Government,

f) one representative of the Heidelberg University who is appointed by the State of Baden-Württemberg in agreement with the Federal Government,

g) a maximum of two representatives from business and the community who are appointed by the State of Baden-Württemberg in agreement with the Federal Government,

(3) The members according to (2d, e, f and g) are appointed for a period of three years (term of office). Reappointment is permitted only once. In duly substantiated exceptional cases, a repeated reappointment is possible.

The members may be recalled for cogent reasons. Members who are unable to complete their term of office shall be replaced as soon as possible.

(4) The Board of Trustees elects the chairperson and the deputy chairperson from amongst their midst. The members according to (2 c) and d) are not eligible as candidates for chairperson or deputy chairperson. The candidate who receives the most votes is elected. Unless otherwise specified, the election shall be valid for the duration of the term of office of the elected individual or in the case of election of a member delegated by the Federal Government according to (2 a) or by the State of Baden-Württemberg according to (2 b) until new election of a new chairperson. The Board of Trustees may deselect the chairperson or deputy chairperson prior to the expiration of the term of office without giving reasons. The chairperson may resign the chair prior to the expiration of his/her term of office also without cogent reason by written declaration to the Board of Trustees. This also applies for the deputy chairperson.

(5) The president of the Helmholtz Association has the right to attend as a guest. He/she may be represented by a deputy president or the managing director of the Helmholtz Association.

§ 10

Scientific Committee

- (1) The Scientific Committee prepares the decisions of the Board of Trustees in all significant scientific affairs in the framework of § 8 of these Statutes.
- (2) The Scientific Committee is responsible for the continuous evaluation of the scientific activities by scientific assessment. Therefore, it usually forms ad hoc commissions with external scientists.
- (3) The Scientific Committee consists of a maximum of eleven members. These are appointed for a period of three years after consultation of the Management Board and the Scientific Council by the State of Baden-Württemberg in agreement with the Federal Government. Reappointment is permitted only once. In duly substantiated exceptional cases, a repeated reappointment is possible. The chairperson and the additional member belonging to the Scientific Council according to §9 (1) d) of these Statutes may attend the meetings of the Scientific Committee as guests.
- (4) The Scientific Committee elects a chairperson and deputy chairperson from among its members. The chairperson and the deputy chairperson of the Board of Trustees may attend the meetings of the Scientific Committee as guests. The Scientific Committee may give itself a set of rules of procedure in which jurisdiction and procedure of the ad hoc commissions are specified in greater detail.

§ 11

Rules of the procedure of the Board of Trustees and its committees

- (1) The Board of Trustees may give itself a set of rules of procedure in which the responsibilities and procedures of its committees are also regulated in more detail. The committees may also include members who are not members of the Board of Trustees; they may not participate in the passing of resolutions in decision-making committees. A representative of the Federal Government acts as a chairperson.
- (2) The Board of Trustees may appoint committees for the preparation of its decisions and for certain issues. A minimum of one member according to §9 (2) a) and b) of these Statutes must belong to any committee.

§ 12

Meetings of the Board of Trustees and its committees

- (1) The Board of Trustees is generally convened by the chairperson once every six months but at least once each calendar year.
- (2) The members of the Management Board and the chairperson of the Staff Council or their deputies are entitled to

participate in the meetings of the Board of Trustees and its committees in an advisory capacity unless, in individual case, the Board of Trustees or the committee decides otherwise. The same applies for the chairperson and the additional member belonging to the Scientific Council according to §9 (1) d) of these Statutes for the meetings of the committees of the Board of Trustees.

§ 13

Decisions of the Board of Trustees and its committees

- (1) The Board of Trustees is quorate when two third of its members in the sense of §9 (2) a), b) and d) – g) of these Statutes are present or are represented in accordance with (2) below. In matters affecting the NCT in Dresden directly, the Board of Trustees is quorate only when the member according to §9 (2) c) of these Statutes is present or is represented in accordance with (2) below. The chairperson or the deputy chairperson must be present. Committees with decision-making authority are quorate when one member according to §9 (2) a) and b) of these Statutes is present or represented.
- (2) In the event of their being prevented from attending, members of the Board of Trustees delegated by the Federal Government, the State of Baden-Württemberg and the Free State of Saxony may be represented by members of their administration; other members may be represented by another member of the Board of Trustees with a written power of attorney for the individual case.
- (3) Decisions by the Board of Trustees are taken with the majority of the valid votes cast. The members of the Board of Trustees according to §9 (2) c) of these Statutes are entitled to vote only in matters affecting the NCT in Dresden directly.

(4) In important questions relating to research policy, financial matters, matters in accordance with §§8(2) and (3) and 9 (4) and 25 of these Statutes and in discharge of the Management Board, decisions may not be taken against the votes of the members of the Board of Trustees delegated by the Federal Government or the State of Baden-Württemberg. In important questions relating to research policy and in financial matters directly affecting the NCT in Dresden, decisions may not be made against the vote of the member of the Board of Trustees delegated by the Free State of Saxony.

(5) The above (2), (3) and (4) accordingly apply for the committees.

(6) In individual cases, the chairperson, in the event of their deputy chairperson being prevented from attending, may bring about a decision in writing, by telex or by electronic means, as long as no member of the Board of Trustees objects without delay.

§ 14

Management Board

(1) The Management Board runs the German Cancer Research Center on a full-time basis. The Management Board performs all tasks that are not explicitly assigned to another foundation body according to these Statutes.

(2) The Management Board consists of one scientific and one administrative director. The scientific director is the chairperson of the Management Board. The administrative director shall have the professional qualification for higher administration service or equivalent qualification. The term of office of the members of the Management Board is limited and is usually five years. Reappointment is permitted. The appointment may be revoked only for an important reason.

(3) The members of the Management Board may not be the speaker of the Research Programs or members of the Scientific Council at the same time.

(4) The chairperson of the Management Board is the scientific representative of the German Cancer Research Center. The Management Board represents the German Cancer Research Center in and out of court. In the businesses of ongoing management, the administrative director may represent the Foundation alone. Upon decision by the Board of Trustees, the members of the Management Board may be freed of the restrictions of §181 BGB in relation to certain legal transactions.

(5) The Management Board adopts its own rules of procedure that govern the work and responsibility areas of the individual members of the Management Board without prejudice to the joint responsibility for all transactions. The division of work and responsibility areas needs the consent of all members of the Management Board and the approval of the Board of Trustees. If the members of the Management Board cannot agree on a mutual division, the Board of Trustees will decide. The rules of procedure also regulate the power of representation according to (4) sentence 2 and 3 in case of prevention and vacancy of the position of the authorized representative.

(6) The administrative member of the Management Board is the "Budget Representative" in the sense of §9 of the State Budget Regulation of Baden-Württemberg (LHO BW).

(7) The members of the Management Board work for the German Cancer Research Center on the basis of employment contracts and receive appropriate remuneration. The employment contracts are concluded, amended or terminated with the representative of the professionally competent Federal Ministry. If the chairperson of the Board of Trustees is not identical to the representative of the Federal Government in the Board of Trustees, the chairperson shall be involved in appropriate manner. The liability of the members of the Management Board is limited to intent and gross negligence.

§ 15

Tasks of the Scientific Council

The Scientific Council advises the Management Board in all relevant scientific matters. It will be heard on

- a) the annual and multiannual Research Programs,
- b) the appointment procedures, in particular for the preparation of appointment lists,
- c) the appointment of professors, the appointment or revocation of the appointment of department heads and the heads of central institutions and strategic initiatives and partnerships,
- d) the assumption of additional and the cessation of previous tasks,
- e) the Foundation, dissolution and merger of Research Programs, departments and central institutes, the start and the end of strategic initiatives and partnerships and the extension of Research Programs and strategic initiatives and partnerships,
- f) the adoption of Research Programs regulations and rules for strategic initiatives and partnerships,
- g) the recruitment and appointment regulations,
- h) the principles for the use of research results of the Foundation,
- i) the annual business and the multiannual financial plan, including the development and investment programs,
- j) the measures for the performance of success control of scientific works,
- k) the measures for the promotion of the flow of scientific information within the Foundation (work reports, colloquia, consultations),
- l) the collaboration with universities, other research institutions and international bodies and
- m) the scientific activity report.

§ 16

Composition and decisions of the Scientific Council

- (1) The Scientific Council consists of
 - a) the speakers of the Research Programs,
 - b) an equal number of elected members of scientific staff.
- (2) The members according to (1) above are elected for three years by the scientific staff of the German Cancer Research Center in accordance with election regulations. The election regulations are issued by the Management Board in

consultation with the Scientific Council and with the consent of the Board of Trustees. Reelection is permitted.

(3) The Scientific Council elects the chairperson and the deputy chairperson from amongst their midst.

(4) The members of the Management Board, the chairperson of the Board of Trustees or another member of the Board of Trustees designated by it and a member of the Staff Council may attend the meetings of the Scientific Council in an advisory capacity unless, in individual case, the Scientific Council decides otherwise.

(5) The Scientific Council is quorate when two thirds of its members, among them the chairperson or deputy chairperson are present. Decisions require the majority of the valid votes cast.

(6) In consultation with the Management Board and with approval of the Board of Trustees, the Scientific Council gives itself a rule of procedure that also regulates the represent of the members. The Scientific Council may set up committees, particularly in matters of appointment procedures.

III. Research Programs, departments, strategic initiatives and partnerships and central institutions

§ 17

Research Programs and departments

(1) Research Programs are thematically defined, temporary mergers of departments.

(2) Departments are scientifically independent research units working together in their Research Program. There are temporarily unlimited and limited departments. They are managed by the heads of the department who are appointed for a limited period or permanently.

Departments serve as operational organizational units to fulfill the Foundation goal.

Working groups may be established in the departments.

In addition, the Management Board may in individual cases, establish independent, temporary working groups after consultation the Scientific Council. As a rule, their heads shall be appointed from outside. Proposals for these working groups may also be made to the Management Board by the Research Programs and the Scientific Council.

(3) The management of the Research Programs consists of the head of the departments of the Research Program and all heads of the independent working groups. They coordinate the scientific work of the departments of the program and take the necessary decisions.

(4) The management of the Research Programs proposes a speaker from amongst its midst in consultation with the

Management Board. The speaker is appointed by the Management Board. The term of office is three years; reappointment is possible. The tasks of the Research Programs speakers are specified in the Research Programs regulation, which also stipulates a Research Programs committee and a Research Programs meeting.

(5) The Management Board adopts a regulation for the departments and Research Programs after consultation of the Scientific Council and with the consent of the Board of Trustees.

§ 18

Strategic initiatives and partnerships

(1) The German Cancer Research Center may perform parts of the Research Programs in the framework of strategic initiatives or partnerships. These are specified as research activities oriented on a particular goal and which go beyond the framework of a Research Programs and due to their scale and their scientific importance require an organizational structure of their own.

(2) The organization of strategic initiatives and partnerships are specified in an appropriate regulation prepared by the Management Board after consultation of the Scientific Council and with the consent of the Board of Trustees.

§ 19

Core Facilities

(1) Core Facilities are used to complete tasks of the whole German Cancer Research Center or of more than one Research Programs and strategic initiatives and partnerships. They are subordinated to the Management Board.

(2) The participation of the scientific staff of the Core Facilities in the elections to the Scientific Council is regulated by the Management Board in the electoral regulations with the consent of the Board of Trustees.

§ 20

Foundations without legal capacity and participation in spin-offs

(1) The German Cancer Research Center is authorized to establish and manage foundations without legal capacity provided that its purpose according to §2 of these Statutes is promoted and the purpose according to §3 of these Statutes is not endangered. The establishment and operation of a foundation without legal capacity in the administration of the German Cancer Research Center require prior consent of the Board of Trustees.

(2) In addition, the German Cancer Research Center is entitled to participate in limited liability companies.

IV. Administration and personnel matters

§ 21

Accounting, auditing and discharge

- (1) The financial year is the calendar year.
- (2) After the end of the financial year, the Management Board shall prepare the annual accounts with a management report according to the Third Book of the German Commercial Code for large cooperation.
- (3) Without prejudice to the statutory right of audit of the Federal Court of Auditors and the Court of Auditors of the State, the annual accounts with management report must be audited by an accountant or auditing company. The Board of Trustees shall specify the auditor. The chairperson of the Board of Trustees issues the audit assignment in the name of the Board of Trustees.
- (4) The annual accounts with management report shall be submitted to the Board of Trustees, the foundation authorities and the auditing authorities of the State at the conclusion of the financial year.
- (5) In order to facilitate a budgetary audit, the member of the Board of Trustees delegated to the Federal Ministry with the greatest stake on behalf of the Federal Government is permitted to transmit the documents made available to the members of the Board of Trustees to the Federal Audit Office according to §69 no.2 of the Federal Budget Code (BHO) and, if required, to the budget and assets minister according to §65 BHO in the context of his/her obligation to report. In addition, these documents may remain with the Federal Ministry with the greatest stake, the budget and assets minister and the Federal Audit Office.
- (6) Above (5) applies accordingly for the provision of the documents to the ministry of the State of Baden-Württemberg with the greatest stake, the Court of Audit of Baden-Württemberg according to §69 no. 2 LHO BW and the budget and assets minister of Baden-Württemberg according to §65 LHO BW.
- (7) §109 (3) LHO BW applies for discharge. The decision-making body is the Board of Trustees. On the basis of the annual accounts and the center progress report submitted by the Management Board, with the discharge the Board of Trustees also approves the management of the Management Board, unless otherwise decided in individual cases.

§ 22

Scientific staff

Scientific staff within the meaning of these Statutes are all employees working in the scientific area of the German Cancer Research Center who either have a university degree or

undertake corresponding duties on the basis of equivalent competencies, experience and performance.

§ 23

Human Resources Management

- (1) Before the appointment of department heads and the recruitment of scientific staff, a procedure that is enacted by Management Board in agreement with the Scientific Council and with the approval by the Board of Trustees must be carried out according to a regulation on the appointment of staff in leading functions.
- (2) The civil-service-law decisions for the civil servants working in the German Cancer Research Center are made by the authorities responsible according to regulations of the State on the basis of applications that are decided by the responsible bodies of the German Cancer Research Center.

§ 24

Publication of the compensation packages of the members of the Management Board and the Board of Trustees

The Management Board and the Board of Trustees prepare a salary report annually, which must be made publicly accessible in an appropriate form. The salary report shows the total compensation paid by the Foundation to every member of the Management Board and every member of the Board of Trustees, individualized and itemized into the individual elements in a generally understandable form. For the members of the Management Board, the report also states the benefits that have been promised or have been granted during the course of the financial year to the member or former member of the Management Board in the event of the cessation of his/her activity. For the compensation paid to members of the Board of Trustees, the report states separately the compensation paid or benefits granted to the respective member by the German Cancer Research Center for services provided personally, in particular consultancy and agency services.

§ 25

Modifications to the Statutes and the dissolution of the Foundation

Decisions on modifications to the Statutes and the dissolution of the German Cancer Research Center may not be passed without the votes of the members of the Board of Trustees delegated by the Federal Government or the State of Baden-Württemberg. The Management Board and the Scientific Council must be consulted beforehand. The decisions will not become legally effective until approved by the foundation authorities of the State of Baden-Württemberg.

§ 26

Asset commitment

(1) In case of the dissolution of the German Cancer Research Center or loss of tax-privileged purposes, the foundation assets are transferred to the Federal Government or the State of Baden-Württemberg in proportion to the value of the grants paid by them, as far as the foundation asset does not exceed the value of the paid grants and approximately rendered contributions at the time of dissolution. The returned grants shall be used for charitable purposes directly and exclusively. Any surplus still remaining shall be transferred in agreement with the Federal Government to a non-profit corporation for the purpose of promoting cancer research.

(2) Above (1) may be amended only upon approval by the representatives of the Federal Government and the State of Baden-Württemberg.

§ 27

Entry into force and transitional provisions

(1) These Statutes enter into force after their promulgation in the law gazette of Baden-Württemberg.

(2) With the coming into force of these Statutes, the Statutes as amended in the version of the announcement of August 26, 2014 (GBl. no. 16, p. 432-438) are annulled.