

Statutes of the Foundation

**“Georg August University Göttingen Public Law Foundation”
in accordance with the resolution of the Foundation Council of 16 March 2016,
as well as the approval by the *Land* Government of 20 June 2016**

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– non-official version –

Preamble

¹The law on higher education in the *Land* Lower Saxony is based on the principle of largely denationalising the higher education institutions. ²This is implemented for the Georg August University Göttingen by transferring the University to the organisation of a public law foundation. ³This is to particularly create the possibility to safeguard and enhance the quality of research, teaching, studies and further training at the University.

Section 1 Status, seat, official seal

¹The Foundation “Georg August University Göttingen Public Law Foundation” (hereafter: Foundation) is a public law foundation with legal capacity. ²It is domiciled in Göttingen. ³The Foundation shall use an official seal.

Section 2 Goals and tasks of the Foundation

(1) The organisation of the Georg August University Göttingen (hereafter: University) shall be incumbent on the Foundation.

(2) ¹The Foundation shall maintain and promote the University in its capacity as a corporation under public law; this shall in particular encompass safeguarding and developing the University in terms of its functions in research, teaching, healthcare, public health services, basic, further and continuing training, as well as technology transfer. ²The goal of the Foundation shall be to deploy the funding assigned to it in an autonomous, efficient manner in such a way as to enhance the quality of research, teaching, studies and continuing training at the University.

(3) The Foundation may

1. act as a fiduciary for foundations without legal capacity, and
 2. manage foundations with legal capacity,
- insofar as their purposes are compatible with those of the Foundation.

(4) ¹The Foundation may establish private-law companies and take up holdings in such companies if their purposes are compatible with those of the Foundation. ²The decision of the Presidential Board or of the Board of the University Medical Centre Göttingen regarding the establishment of or taking a holding in legal entities under private law shall require both the approval of the Foundation Council, of the University Foundation Committee or of the University Medical Centre Foundation Committee, and the approval of the specialist ministry.

(5) ¹For the purposes of the provisions contained in the present Statutes, the Presidential Board and the University Foundation Committee shall be competent for the University, not including the University Medical Centre, and the Board and the University Medical Centre Foundation Committee shall be competent for the University Medical Centre. ²The Foundation Council shall also replace the University Foundation Committee and the University Medical Centre Foundation Committee in matters which, outside of the University Medical Centre, also affect other parts of the Foundation University Göttingen. ³Section 63 h of the Lower Saxony Higher Education Act (*Niedersächsisches Hochschulgesetz – NHG*) shall also apply to the Presidential Board and to the Board.

Section 3 Assets of the Foundation

(1) ¹The plots of land listed in Annex 2 to section 3 subsection (1) of the Ordinance on the Establishment of the “Foundation Georg August University Göttingen Public Law Foundation” shall constitute the basic assets on establishment of the Foundation as part of the Foundation’s assets. ²The Foundation’s assets may be increased by means of supplementary endowments by the *Land* Lower Saxony, or by third parties, as well as by legacies or inheritances. ³The basic assets shall serve the implementation of the purposes of the Foundation in the long term.

(2) ¹Plots of land which are part of the basic assets shall be maintained in full in terms of their physical state, and the other basic assets shall be maintained in full in terms of their value. ²Any sale of plots of land belonging to the basic assets, or their encumbrance with mortgages, shall be permissible in accordance with the rules of proper economic governance, once the specialist ministry has granted its approval, if it serves the purpose of the long-term, sustainable realisation of the purposes of the Foundation or of increasing the benefits ensuing from the Foundation. ³The proceeds achieved from a sale are to be used to acquire equivalent plots of land or to permanently improve the available plots of land belonging to the basic assets. ⁴The basic assets shall be kept separately from other assets.

(3) Third-party donations to the Foundation may be subject to the instruction that they are to be used for an individual activity provided for within the purposes of the Foundation.

Section 4 Partial assets and totality of assets

(1) ¹Separate Foundation’s assets (partial assets) shall exist for the Foundation, not including the University Medical Centre, and for the University Medical Centre. ²Both sets of separate assets shall be shown in separate balance sheets. ³They may be independently increased in each case by means of supplementary endowments. ⁴The balance sheet for the University, not including the University Medical Centre, shall be consolidated with the balance sheet for the University Medical Centre to form the consolidated balance sheet of the Foundation.

(2) ¹The partial assets of the Foundation may not be used reciprocally to improve the respectively other assets; this shall also include satisfying external claims that are unrelated to the respective partial assets. ²If partial assets have been claimed upon by third parties in order to settle obligations that are incumbent on the other partial assets, internal compensation shall be carried out.

(3) Should an internal funding requirement and external claims against the Foundation, as well as other activities, occur which are attributable to both the University, not including the University Medical Centre, and to the University Medical Centre, internal cost sharing shall be effected.

Section 5

Economic plan, economic governance

(1) ¹One economic plan each shall be drawn up for the University, not including the University Medical Centre, and for the University Medical Centre, in accordance with the rules of proper economic governance, in good time prior to the start of each financial year. ²The financial year shall be a calendar year; if the *Land* Lower Saxony draws up a budget plan for two years, the same procedure shall be followed with regard to the economic plan. ³The Foundation shall maintain separate bank accounts for the University, not including the University Medical Centre, and for the University Medical Centre, and shall draw up separate annual financial statements for each.

(2) ¹The economic plan shall be drawn up by the Presidential Board, and shall require the consent of the University Foundation Committee; the economic plan for the University Medical Centre shall be drawn up by the Board, and shall require the consent of the University Medical Centre Foundation Committee. ²The funds needed in order to satisfy the purposes of the Foundation shall be attributed to the Foundation for the University, not including the University Medical Centre, and for the University Medical Centre, from a budget chapter each consisting of its own items.

(3) ¹Economic governance and accounting shall be orientated in line with commercial principles. ²The provisions contained in the German Commercial Code (*Handelsgesetzbuch*) on large stock corporations shall apply mutatis mutandis to the annual financial statements. ³The auditing principles contained in section 53 subsection (1) Nos. 1 and 2 of the German Budget Principles Act (*Haushaltsgrundsätzegesetz*) shall apply mutatis mutandis to the auditing of the annual financial statements. ⁴The accounting must include cost and performance accounting facilitating the establishment of indexes for cross-university purposes.

(4) ¹The parts of the financial assistance in accordance with section 56 subsection (3), sentence 1, No. 1 of the Lower Saxony Higher Education Act which are not used up by the end of the financial year shall be placed in reserves for the period of up to five years, and shall be additionally available to the Foundation in order to fund its tasks; the balance sheet separation of the partial assets shall be complied with in so doing. ²The parts which have not been used up after three years may be allocated to the respective partial assets.

Section 6

Powers under service law

(1) ¹The Foundation shall be able to act as a public service employer within the meaning of section 2 subsection (1) of the Lower Saxony Public Service Act (*Niedersächsisches Beamtengesetz*). ²The civil servants of the Foundation shall be nominated by the President unless he or she has assigned the power to nominate.

(2) ¹The University Foundation Committee shall be the service superior of the full-time members of the Presidential Board, as well as of the part-time members of the Presidential Board insofar as their activity as a member of the Presidential Board is concerned. ²The service superior of the University staff shall be the President.

(3) ¹The service superior of the members of the Board shall be the University Medical Centre Foundation Committee. ²The service superior of the staff of the University Medical Centre shall be the Board. ³The competence of the President

1. for the nomination and removal of the tenured professors,
2. for the exercise of disciplinary powers vis-à-vis tenured professors,
3. for censures and terminations under labour law vis-à-vis non-tenured professors, including head physicians, with the exception of the senior physicians whose employment is time limited, as well as
4. for the award of the title of professor to non-tenured professors, including head physicians, with the exception of the senior physicians whose employment is time limited,

shall remain unaffected thereby.

Section 7 Bodies of the Foundation

The Bodies of the Foundation, which the University shall organise, shall be the Foundation Council, the University Foundation Committee, the University Medical Centre Foundation Committee, the Presidential Board of the University and the Board of the University Medical Centre.

Section 8 University Foundation Committee

(1) ¹The University Foundation Committee shall consist of seven members, at least three of whom are to be women. ²The members shall be

1. five persons who are familiar with the higher education system but do not belong to the University, largely from industry, research, culture or other socially-relevant fields, who shall be appointed by the specialist ministry in agreement with the Senate of the University, and who can be dismissed by the ministry for cause,
2. a member of the University, who shall be selected by the Senate of the University, as well as
3. a representative of the specialist ministry.

(2) ¹The members in accordance with subsection (1), sentence 2, Nos. 1 and 2 shall act on an honorary basis, and shall not be bound by mandates and instructions. ²Regardless thereof, the Foundation shall remain bound by instructions of the specialist ministry in the implementation of federal laws which the *Land* enforces on behalf of the Federation, as well as in the implementation of the legal supervision of the University as a corporation under public law.

(3) ¹The term of the honorary members of the University Foundation Committee shall be three years. ²Re-appointment shall be permissible.

(4) ¹Should a member leave, the new member shall be appointed as soon as possible after leaving. ²The leaving member shall continue his/her activities as a member of the University Foundation Committee until such time.

(5) ¹The honorary members of the University Foundation Committee shall be compensated for their travel expenses and other suitable expenditure. ²They may receive an expense allowance.

(6) ¹The University Foundation Committee shall advise the University, shall decide on matters of fundamental importance related to the Foundation, and shall monitor the activity of the Presidential Board of the Foundation. ²It shall have the following tasks in particular:

1. nomination or appointment and removal of the members of the Presidential Board of the University,
2. decision on changes to and encumbrances on the basic assets, as well as taking up loans,
3. approval of the economic plan,
4. acceptance of the statement of accounts of the Presidential Board,
5. acceptance of the annual financial accounts, as well as formal approval of the actions of the Presidential Board of the Foundation,
6. approval of the establishment of enterprises, or of taking holdings in enterprises, by the Foundation,
7. legal supervision of the University.

³It may make statements on the draft agreed goals to be reached with the specialist ministry.

(7) The University Foundation Committee may establish temporary bodies for specific tasks which shall serve to advise it.

(8) The members of the Presidential Board, a representative of the student body, the Equal Opportunities Officer and a member of the staff representation shall as a rule attend meetings of the University Foundation Committee in an advisory capacity.

Section 9 Foundation Council

(1) The Foundation Council shall consist of

1. the members of the University Foundation Committee,
2. two persons who are appointed by the specialist ministry in agreement with the Faculty Council of the Medical Center and can be dismissed by the specialist ministry for cause, and who are neither members nor affiliates of the University of Göttingen, including a person with specialist competence for the medical or economic governance of hospitals,
3. a member of the University selected by the Senate,
4. a further representative of the ministry responsible for higher education.

(2) ¹With the exception of the representatives of the ministry responsible for higher education, the members of the Foundation Council shall act on an honorary basis, and shall not be bound by mandates and instructions. ²The Foundation Council shall select a Chair and a deputy from the group of members in accordance with section 8 subsection (1), sentence 2, No. 1. ³The members of the Presidential Board, the members of the Board of the University Medical Centre, the representative(s) of the student body, the Equal Opportunities Officer, the Equal Opportunities Officer of the University Medical Centre Göttingen, a member of the staff representation, and a member of the staff representation of the

University Medical Centre Göttingen, shall as a rule attend the meetings of the Foundation Council in an advisory capacity.

(3) ¹The Foundation Council shall replace the University Foundation Committee and the University Medical Centre Foundation Committee in matters also related to other parts of the Foundation University Göttingen, apart from the University Medical Centre. ²It shall resolve on amendments to the Foundation's Statutes and on the issuance, amendment and rescission of other statutes of the Foundation and on the design of the official seal.

(4) Section 8 subsection (2), sentence 2, and subsections (3) to (5) and (7) shall apply *mutatis mutandis*.

Section 10

University Medical Centre Foundation Committee

(1) ¹The four members of the Foundation Council designated in section 9 subsection (1) Nos. 2 to 4, and one member of the University Foundation Committee determined from among its midst, shall belong to the University Medical Centre Foundation Committee. ²The members of the Board, one representative of the student body, the Equal Opportunities Officer of the University Medical Centre Göttingen and one member of the staff representation of the University Medical Centre Göttingen shall as a rule attend the meetings of the University Medical Centre Foundation Committee in an advisory capacity.

(2) ¹The University Medical Centre Foundation Committee shall advise the University Medical Centre, shall resolve in place of the University Foundation Committee on matters that are of fundamental significance to the Foundation, and shall monitor the activity of the Board. ²It shall be incumbent on the University Medical Centre Foundation Committee

1. to appoint and remove the members of the Board,
2. to decide on changes to and encumbrances on the basic assets, as well as taking up loans,
3. to approve the economic plan,
4. to accept the Board's statement of accounts,
5. to accept the annual financial accounts and formally approve of the actions of the Board,
6. to consent to the establishment of enterprises under private law and to holdings in such enterprises by the Foundation,
7. to exercise legal supervision of the University.

(3) ¹Activities emerging from the supervision of the Board shall be prepared by the University Medical Centre Foundation Committee and implemented vis-à-vis the Board. ²Members in accordance with section 8 subsection (1), sentence 2, No. 2 and section 9 subsection (1) No. 3 shall not be involved in legal supervision activities.

(4) Section 8 subsection (2), sentence 2, and subsections (3) to (5) and (7) shall apply *mutatis mutandis*.

Section 11

Internal Rules of the University Foundation Committee, of the Foundation Council and of the University Medical Centre Foundation Committee, Bylaws

(1) The University Foundation Committee shall select a Chair, as well as a deputy Chair, from the group of members in accordance with section 8 subsection (1), sentence 2, No. 1.

(2) ¹Unless otherwise provided in these Statutes, the University Foundation Committee shall adopt its resolutions with a majority of the votes of its members. ²In case of a tie, the Chair or the deputy shall have the casting vote. ³The University Foundation Committee shall be deemed to be quorate if at least half its members, including the Chair or the deputy Chair, are present. ⁴A written, faxed or telephone resolution may be adopted if no member objects to this procedure.

(3) ¹The Chair shall convene the meetings of the University Foundation Committee. ²At least two meetings are to be held per year. ³A record shall be taken of each meeting, which shall be signed by the member who held the Chair, and by a further member.

(4) The University Foundation Committee shall establish Bylaws.

(5) Subsections (2) to (4) shall apply mutatis mutandis to the Foundation Council and to the University Medical Centre Foundation Committee.

Section 12

Presidential Board, Board of the University Medical Centre

(1) ¹The Presidential Board shall carry out the ongoing business of the Foundation, shall prepare the resolutions of the University Foundation Committee, and shall implement them. ²It shall decide on the conclusion of agreed objectives in accordance with section 1 subsection (3) of the Lower Saxony Higher Education Act. ³The Presidential Board shall inform the University Foundation Committee in important matters.

(2) ¹The President shall represent the Foundation externally. ²The President may delegate powers of representation to other members of the Presidential Board. ³The regulations on delegation shall be announced.

(3) ¹The Board shall replace the Presidential Board in matters related to the University Medical Centre. ²The spokesperson of the Board shall represent the Foundation externally in this respect. ³He or she may delegate powers of representation to other members of the Board. ⁴The regulations on delegation shall be announced.

(4) ¹Decisions on payments effected on an equitable basis, contracts with members of the bodies of the Foundation, and with members and affiliates of the University as a corporation under public law, amendments to contracts, the conclusion of settlements, as well as the deferral, cancellation and issuance of claims, shall be taken by the member of the Presidential Board responsible for financial administration in agreement with a further member of the Presidential Board, who shall be determined by the Presidential Board. ²In the University Medical Centre, the decisions in accordance with sentence 1 shall be taken by the member of the Board for economic governance and administration. ³The Board shall decide in matters falling outside his or her remit. ⁴The tasks in accordance with sentences 1 and 2 may be assigned to employees of the Foundation.

(5) The Presidential Board and the Board shall each establish Bylaws in which the safeguarding of their respective function as bodies of the Foundation shall be regulated.

Section 13

Obligation of confidentiality

The honorary members of the University Foundation Committee, of the Foundation Council, of the University Medical Centre Foundation Committee, of the Presidential Board, of the Board of the University Medical Centre and of the temporary bodies in accordance with section 8 subsection (7), as well as others attending the meetings of these bodies, shall be obliged to maintain confidentiality with regard to matters the secrecy of which is prescribed by law, by resolutions of said bodies or by special order, including subsequent to leaving office.

Section 14

Supervision and cooperation

(1) ¹The Foundation shall exercise legal supervision of the University. ²Activities of legal supervision shall be prepared by the University Foundation Committee and implemented vis-à-vis the University, not including the University Medical Centre. ³Activities emerging from the monitoring of the Presidential Board of the Foundation shall be prepared by the University Foundation Committee and implemented vis-à-vis the Presidential Board. ⁴Resolutions on activities in accordance with sentences 2 and 3 shall only be reached with the vote of the member in accordance with section 8 subsection (1), sentence 2, No. 3. ⁵The member in accordance with section 8 subsection (1), sentence 2, No. 2 shall not contribute towards legal supervision activities. ⁶Insofar as the University, including the University Medical Centre, is affected, the University Foundation Committee shall be replaced by the Foundation Council; sentence 4 shall apply mutatis mutandis subject to the proviso that the activities in accordance with sentences 2 and 3 only come about with the votes of the members in accordance with section 8 subsection (1), sentence 2, No. 3 and section 9 subsection (1) No. 4. ⁷The members in accordance with section 8 subsection (1), sentence 2, No. 2 and section 9 subsection (1) No. 3 shall not contribute towards legal supervision activities. ⁸Insofar as only the University Medical Centre is affected, the University Foundation Committee shall be replaced by the Foundation Committee of the University Medical Centre, and the Presidential Board shall be replaced by the Board; sentence 4 shall apply mutatis mutandis subject to the proviso that the activities in accordance with sentences 2 and 3 only come about with the vote of the member in accordance with section 9 subsection (1) No. 4. ⁹The member in accordance with section 9 subsection (1) No. 3 shall not contribute towards legal supervision activities.

(2) The Foundation shall safeguard the self-administration of the University in carrying out its tasks.

(3) Unless otherwise provided by a law or by an ordinance, with regard to the approval of Rules of the University, the University Foundation Committee shall be responsible for the approval of Rules of the University not including the University Medical Centre, whilst the Foundation Council shall be responsible for the approval of Rules of the University including the University Medical Centre, and the Medical Centre Foundation Committee shall be responsible for the approval of Rules of the University Medical Centre.

Section 15 Exceptional income

¹In the event of the dissolution of the Foundation, the assets shall re-accrue to the *Land*, with the exception of the assets collected from private supplementary endowments and from private donations. ²The assets which do not re-accrue to the *Land* shall accrue to one or several non-for-profit foundations under private law to be designated on dissolution in order to promote the University. ³When it comes to mixed funding from resources of the *Land* and from another source of funding, if the Foundation is dissolved, then they shall be distributed

on a pro rata basis among *Land* and the Foundation in accordance with sentence 2 or, if such division is not possible, a corresponding balancing of interests shall take place.

Section 16

Amendments to the present Statutes

¹Amendments to the Statutes of the Foundation shall require a resolution to be passed by the Foundation Council with the majority of two-thirds of its members as well as the approval of the *Land* Government to be obtained. ²Amendments to the present Statutes shall be published in the Lower Saxony Ministerial Gazette (*Niedersächsisches Ministerialblatt*).