



## **BY-LAWS**

of the "Ludwig Boltzmann Gesellschaft – Österreichische Vereinigung zur Förderung der wissenschaftlichen Forschung" Association

Version effective as of 25 November 2025

### **I. GENERAL PROVISIONS**

#### **Article 1 Name, registered office and sphere of activity**

1. The association's name is "Ludwig Boltzmann Gesellschaft – Österreichische Vereinigung zur Förderung der wissenschaftlichen Forschung" (Ludwig Boltzmann Association – Austrian Association for the Promotion of Scientific Research) and will hereinafter be referred to as the "Association".
2. The Association's registered office is located in Vienna. The Association engages in activities within the federal territory of the Republic of Austria and in other countries, in particular within the EU.
3. The Association shall be authorised to establish, and acquire interests in, companies and corporations and to establish branch offices which are no associations, optionally also branch associations, in Austria's states.

#### **Article 2 Purpose and activities**

1. The Association's purpose is to engage in research activities. Another objective is the education and training of scientists. The Association's activities are not for profit. The Association pursues exclusively and directly non-profit purposes as defined in Section 34 *et seq.* of the Austrian Fiscal Code [*Bundesabgabenordnung/BAO*]. Any purposes that might not be privileged under Section 34 *et seq.* *BAO* shall be subordinate to the

privileged purposes and shall be pursued to an extent of not more than 10% of the total resources available.

2. The Association's purpose is fulfilled by the following activities:
  - (a) carrying out and promoting basic research, applied and translational research;
  - (b) running research institutions (hereinafter referred to as "Institutes");
  - (c) implementing research funding programmes;
  - (d) advising public entities and companies on questions relating to research and the promotion of young researchers;
  - (e) implementing research projects and establishing research institutions for special tasks;
  - (f) discharging organisational and administrative tasks in connection with research projects for which the Association is responsible and procuring equipment and means for research purposes;
  - (g) cooperating with institutions in Austria and abroad that pursue similar goals;
  - (h) lectures;
  - (i) publishing scientific publications, protection of intellectual property and commercial exploitation;
  - (j) measures promoting the implementation of research results in society and the economy;
  - (k) activities to present the Association, its research and related results, e.g. at congresses, conferences, events, on the website, etc.;
  - (l) organising seminars and courses for initial and continuing training and education;
  - (m) implementing contract research projects, provided that it is ensured that they serve basic research or that the requirements of Section 44(2) and/or Section 45a *BAO* are met;
  - (n) establishing, and acquiring interests in, companies, corporations or legal entities, if conducive to the purpose of the association;

- (o) deliveries and other services for consideration with no intention to make a profit which are provided for corporations enjoying tax privileges under Sections 34-47 *BAO* whose activities promote the same purposes as those stated in Article 2(1) of these By-Laws to an extent of not more than 50% of the Association's overall activities;
  - (p) providing funds to privileged organisations as defined in Section 4a(2) No. 1 of the Austrian Personal Income Tax Act [*Einkommenssteuergesetz/ESTG*] which are eligible for tax-privileged donations and pursue the same purposes as the Association itself in order to directly promote the purposes stated in Article 2(1) of these By-Laws and of the donating corporation;
  - (q) awarding prizes and scholarships in compliance with Section 40b *BAO*;
3. In order to fulfil its purposes the Association may use agents [*Erfüllungsgehilfen*] as defined in Section 40(1) *BAO*. Their work is to be regarded equal to the Association's own work.
  4. The Association may act as an agent for other corporations in whole or in part as defined in Section 40(1) *BAO*.
  5. The Association may award funds as grants to other institutions up to 10% of the total expenses or, in application of Section 40a No. 1 *BAO*, to organisations which are eligible for tax-privileged donations for dedicated use, provided that the organisation pursues at least one identical purpose.
  6. The Association may carry out its activities in cooperation with others. Section 40(3) *BAO* provides that if not all cooperation partners are tax-privileged as defined in Section 34 *et seq.* *BAO*, both the purpose of cooperation and the Association's contribution to the cooperation must constitute direct promotion of its privileged purpose and there must be no outflow of resources to a cooperation partner that is not privileged under Section 34 *et seq.* *BAO*.

### **Article 3 Funding**

1. The Association raises funds by means of:
  - (a) membership fees,
  - (b) funds as defined in Section 5 of the Austrian Federal Act on Funding of Research, Technology and Innovation [*Forschungsfinanzierungsgesetz/FoFinaG*],
  - (c) funds for the implementation of research funding programmes,
  - (d) donations;
  - (e) voluntary contributions that may or may not be dedicated for specific purposes,
  - (f) income from publications, expert opinions and other services,
  - (g) private and public subsidies,
  - (h) donations, endowments *mortis causa* (including but not limited to inheritances, legacies, donations *mortis causa*) and other endowments,
  - (i) income from the implementation of research projects, contract research projects, research services, scientific congresses, conferences and events of the Association,
  - (j) fees for seminars, courses, and events for initial and continuing training and education,
  - (k) income from asset management and realisation of assets,
  - (l) income from exploitation of intellectual property,
  - (m) contributions from sponsors and income from advertising.
2. Windfall profits may exclusively be used to achieve the privileged purposes defined in the By-Laws.

### **Article 4 Eligibility for tax relief as defined in Section 34 et seq. BAO**

1. The Association's business operations shall not compete with operations of the same or a similar type that are subject to taxation to a greater extent that is unavoidable for achieving the association's purposes.

2. The Association's funds may exclusively be used for the privileged purposes.
3. The Association shall discharge its tasks according to the criteria of non-profit status, efficiency, expediency and economy.
4. Members of the Association are not permitted to accept profit shares, and beyond the purpose of the association or without adequate performance they are not permitted to receive other endowments or pecuniary benefits out of the Association's funds in their capacity as members.
5. Donations received may exclusively be used for the privileged purposes stated in the purpose of the association.
6. The administrative costs of the Association's in connection with the use of donations amount to not more than 10% of the donations received, without the costs incurred to fulfil the data transfer obligations defined in Section 18(8) *EStG 1988* being taken into account.
7. To the extent that the tangible means and the association's purpose so permit, the Association may have employees and, in general, use third parties to achieve its purpose. Members of the association, including its officers, may be paid remuneration, provided that it is for activities that exceed work for the association in the narrowest sense of the word; such remuneration shall be at arm's length.
8. If an ownerless corporation is established, the following requirements must be met: the established corporation must meet the requirements of Section 34 *et seq. BAO*, at least one of its purposes must be identical to the purposes of the founder, the endowed funds must be used to fund the established corporation's capital and the transfer of funds must indirectly serve to achieve the founder's purpose.

## II. MEMBERSHIP

### Article 5 Members

1. Natural and legal persons, independent of their nationality and place of residence, who have an interest in the Association's goals and tasks and are relevant to the Association's activities may become members of the Association.
2. The Association has:
  - (a) **ordinary members:**

i.e. natural and legal persons who, according to the By-Laws, enjoy full rights and have full obligations and fully participate in the Association;
  - (b) **associate members:**

i.e. natural and legal persons who support the Association in fulfilling its purpose by providing financial support and other pecuniary contributions according to agreements with the Executive Committee, but do not want to fully assume the rights and obligations of ordinary members;
  - (c) **honorary members:**

i.e. people who have rendered outstanding services to the Association and in connection with the fulfilment of its purposes and/or outstanding scientists who receive the status of honorary member because of their importance to the Association.

### Article 6 Date of commencement of membership

1. Ordinary and associate memberships shall start once the Executive Committee has approved a written application for the establishment of membership. The Executive Committee may reject applications without having to state any reasons.

2. Honorary members shall be nominated by the Executive Committee. Upon nomination as an honorary member any prior ordinary membership shall end.

#### **Article 7 Termination of membership**

1. Membership shall be terminated by the death of a natural person, by dissolution or liquidation of a legal person, by mutual agreement, by resignation or exclusion.
2. Termination by mutual consent is permitted at any time. Members may resign by giving three months' written notice to the Executive Committee as of the end of any calendar year.
3. The Executive Committee may resolve to exclude members who fail to fulfil their obligations or have grossly compromised the achievement of the Association's purpose defined in Article 2. Members shall have the right to submit a written statement or to be heard before a resolution to exclude them is passed. The right to be heard shall be deemed granted if the member to be excluded who was asked to submit a written or verbal statement has failed to do so within a period of time that is adequate given the circumstances. The procedure for exclusion of members shall be initiated by the Executive Committee itself or by a motion put forward by a member.

#### **Article 8 Rights of members**

1. Every ordinary member shall be entitled to attend all events organised by the Association. They shall have the right to attend and vote at the General Assembly and shall have the right to elect and be elected members of the Association's bodies, unless these By-Laws provide otherwise for the appointment of bodies of the Association.
2. Every ordinary member may ask the Executive Committee for a copy of the By-Laws.

3. Associate members and honorary members are entitled to attend all events organised by the Association.

#### **Article 9 Duties of members**

Every member shall comply with the provisions of the By-Laws and the resolutions of the Association's bodies, and safeguard the Association's reputation and interests. Ordinary and associate members shall pay the fixed or agreed membership fees when due. In addition, every member shall fulfil their obligations assumed on the basis of the By-Laws or under an agreement with the Association.

#### **Article 10 Membership fee (annual fee)**

1. The membership fee for natural persons shall be fixed by the General Assembly. The membership fee for legal persons shall be agreed between the Executive Committee and the relevant member on a case-by-case basis.
2. The membership fee shall be paid within two months of receipt of a request for payment. If despite two reminders a member fails to pay their membership fee within a grace period of at least one month each to be set by the Executive Committee on a case-by-case basis, this shall constitute a ground for exclusion according to Article 7(3). Members shall be informed of this consequence in the reminder. Upon fruitless expiration of the reminder periods, the membership rights of the non-compliant member shall be suspended.
3. Honorary members shall be exempt from paying membership fees.

#### **Article 11 Membership fee regulation in the case of resignation or dissolution**

Upon resignation of a member or dissolution of the Association, members shall receive no refund of their fees or other payments.

### III. BODIES

#### **Article 12 The bodies of the Association are**

1. the General Assembly [*Mitgliederversammlung*],
2. the Executive Committee [*Vorstand*],
3. the Management,
4. the Auditor of Annual Accounts [*Abschlussprüfer*] and/or the Auditors [*Rechnungsprüfer*],
5. the Arbitral Tribunal.

#### **The General Assembly [*Mitgliederversammlung*]**

#### **Article 13 The General Assembly**

1. The Association's members shall meet annually for an ordinary General Assembly.
2. An extraordinary General Assembly shall be convened by the President if they or the Executive Committee consider it necessary for particularly important reasons or if one tenth of the ordinary members of the Association put forward a written motion to this end to the President or the Executive Committee stating the subject to be dealt with.
3. The General Assembly shall be convened by the President by informing all members in writing three weeks before the fixed date, including the agenda. If an invitation is sent out three weeks before the fixed date, this three-week period shall be deemed observed. Electronic invitations shall suffice if a member has given their written consent and advised an email address; members may withdraw their consent in writing at any time or advise a different email address.

#### **Article 14 Responsibilities of the General Assembly**

The ordinary General Assembly shall pass resolutions on the tasks assigned to it in these By-Laws.

It shall, in particular, be responsible for:

- (a) accepting and approving the annual report submitted by the Executive Committee and the report of the Auditor of Annual Accounts and/or Auditors,
- (b) fixing the membership fee for natural persons,
- (c) electing the members of the Executive Committee to be elected from among the ordinary members and dismissing them,
- (d) electing the Auditor of Annual Accounts as defined in Article 28(1) and, if necessary, the two Auditors and their substitutes as defined in Article 28(2),
- (e) resolutions on amendments to the By-Laws upon proposal of the Executive Committee,
- (f) resolution on a voluntary dissolution of the Association,
- (g) resolution on appropriation of the existing assets in the case of dissolution of the Association,
- (h) resolutions on other motions submitted to the General Assembly,
- (i) approval of the actions of the Executive Committee.

**Article 15 Chair and minutes of the General Assembly**

1. The General Assembly shall be chaired by the President or, if they are unable to attend the meeting, by their deputy.
2. Minutes of the General Assembly shall be kept by the Secretary.

**Article 16 Motions put forward to the General Assembly**

1. Motions put forward by the members shall be included in the agenda of the General Assembly only if they are submitted to the Executive Committee in writing at least ten days before the General Assembly. Motions on which the General Assembly is to pass a resolution shall be notified to the members in writing at least four days before the General Assembly. The date of the postmark shall be decisive for calculating the period, with the date of the

General Assembly not being counted. For notification of the members Article 13(3) last sentence shall apply accordingly.

2. Motions which have not been included in the agenda may be discussed or put to the vote at the General Assembly only if they fall within the competence of the General Assembly and two thirds of the members are in favour of addressing them. However, motions concerning amendments to the By-Laws or the dissolution of the Association shall be exempt from this rule.

#### **Article 17 Resolutions**

1. The General Assembly shall be quorate if at least one third of the Association's members are present (or represented as defined in Article 20).
2. Unless otherwise provided by the By-Laws, the General Assembly shall pass its resolutions (votes and elections) by simple majority of the votes. In the case of a tie the chairperson shall have the casting vote.
3. If the General Assembly does not constitute a quorum, a new meeting with the same agenda shall take place half an hour later at the same place without the need for a special invitation and shall constitute a quorum irrespective of the number of voting members present. A note on this provision shall be included in each invitation to a General Assembly. This provision shall, however, not apply if a resolution is to be passed on the dissolution of the Association.

#### **Article 18 Amendments to the By-Laws**

1. At least half of the voting members must be present (represented) for resolutions on amendments to the By-Laws. Resolutions on amendments to the By-Laws shall require a two-thirds majority of the votes cast at the General Assembly.
2. Any amendment to the By-Laws that limits or abolishes the rights of the Federal Minister responsible for scientific affairs (pursuant to Section 1(2)

No. 1 *FoFinaG*) may only be resolved upon motion of the Executive Committee. This shall also apply if the ratio between appointed and elected members of the Executive Committee is to be amended.

#### **Article 19 Elections**

Elections shall be held by secret ballot. Unless an objection is raised, elections by acclamation shall also be permitted.

#### **Article 20 Representation at the General Assembly**

Members of the Association may have themselves represented at the General Assembly only by other members holding a proxy. Members who are legal persons shall be represented by persons nominated by the respective competent body.

#### **Article 21 Term of office of members of the Executive Committee**

1. Members of the Executive Committee shall be appointed or elected for a term of four years. Reappointment and re-election shall be permitted. Elected members of the Executive Committee shall manage the Association's business until the next elections.
2. For members of the Executive Committee who held their office at the time of the General Assembly of 15 June 2023 the term of elected members shall be four years and appointed members shall be deemed appointed for the same term as elected members.

### **The Executive Committee [*Vorstand*]**

#### **Article 22 Executive Committee**

1. The following shall apply to elections and appointments of members of the Executive Committee:
  - (a) The Executive Committee shall be comprised of eleven members. The members of the Executive Committee shall comprise at least the

President, the Treasurer, the Secretary and one deputy for each of them. The President's deputy shall be referred to as "Vice-President". The General Assembly may also appoint an Acting Member, a 2<sup>nd</sup>, a 3<sup>rd</sup> and a 4<sup>th</sup> deputy of the President (Vice-Presidents) and a 2<sup>nd</sup> deputy of the Treasurer members of the Executive Committee.

- (b) Six members are appointed by the Federal Minister responsible for scientific affairs (pursuant to Section 1(2) No. 1 *FoFinaG*). Five members of the Executive Committee are elected by the General Assembly from among the Association's ordinary members. To make the election process easier, nominations may be submitted in writing before the General Assembly at which the election is to take place or in writing or verbally in the course of said General Assembly. However, also ordinary members who have not been nominated may be elected.
- (c) The President or the Vice-President(s), the Treasurer, the Secretary and their deputies are elected by the Executive Committee from among its members by simple majority. At least the Treasurer or the Secretary must be an elected member of the Executive Committee; for a Treasurer or Secretary who does not belong to this group the deputy shall be chosen from the group of elected members of the Executive Committee.
- (d) Separate elections shall be held for each member of the Executive Committee. If none of the candidates receives an absolute majority of the votes, a second ballot shall be held. If no absolute majority is reached in the second ballot either, the ordinary member of the Association who has received the highest number of votes in the third ballot shall be deemed elected. In the case of a tie the decision will be made by drawing lots. Instead of separate votes an electoral list may be used, if the General Assembly so resolves.
- (e) If the electee does not assent to their election, the ballot shall be repeated.

- (f) Members of the Executive Committee may co-opt ordinary members of the Association as advisory members of the Executive Committee ("Co-opted Members") by unanimous resolution. There shall be no more than five Co-opted Members. Co-opted Members shall remain members of the Executive Committee until the next elections. They shall then be eligible for co-option again.
  - (g) The General Assembly and the Federal Minister responsible for scientific affairs (pursuant to Section 1(2) No. 1 *FoFinaG*) should endeavour to achieve equal representation of women and men on the Executive Committee.
2. If one or more elected members of the Executive Committee leave the same during the period between two ordinary General Assemblies or during a financial year of the Association, the remaining elected members of the Executive Committee may supplement the Executive Committee by electing new members from among the Association's ordinary members. The next General Assembly shall approve such supplementation; if such approval is denied, a by-election shall be held to fill the vacancies. If a member of the Executive Committee who was appointed by the Federal Minister responsible for scientific affairs (pursuant to Section 1(2) No. 1 *FoFinaG*) leaves the Executive Committee, the Federal Minister responsible for scientific affairs (pursuant to Section 1(2) No. 1 *FoFinaG*) shall appoint a new member of the Executive Committee.
  3. The replacing member shall complete their predecessor's term of office.
  4. The President shall chair the meetings of the Executive Committee. The President shall represent the Association jointly with another member of the Executive Committee vis-à-vis the members of the Management in matters of their employment relationships.
  5. The Treasurer shall prepare the report on the Association's financial position for the ordinary General Assembly.

6. The Secretary shall keep minutes of all meetings of the General Assembly and of the Executive Committee.

### **Article 23 Responsibilities of the Executive Committee**

1. The Executive Committee shall manage the association. It is the managing body as defined in the Austrian Statute on Associations 2002 [*Vereinsgesetz 2002/VerG*]. The Executive Committee shall implement the resolutions of the General Assembly and conduct the Association's business, unless the Association's management has been transferred to the General Assembly or assigned to the Management as defined in Article 26.

It shall, in particular, be responsible for:

- (a) resolutions on establishing, splitting, consolidating or closing down of Institutes as defined in Article 2(2)(b);
- (b) resolutions on the development plan (multiannual programme);
- (c) approving the service agreements (Sections 5 and 6 *FoFinaG*);
- (d) approving the administration agreements for research funding with the Federal Ministry of Scientific Affairs;
- (e) appointing and dismissing members of the Management and exercising the Association's rights under employment relationships with members of the Management (in particular resolutions on the conclusion of employment contracts, including the salary levels for the Management);
- (f) resolutions on convening the General Assembly and preparation of the same;
- (g) presenting the annual report (association activities) to the ordinary General Assembly;
- (h) decisions on acceptance or exclusion of members of the Association and appointments of honorary members;
- (i) resolutions on the internal rules of procedure for the Management;
- (j) resolutions on the annual budget and the annual accounts;

- (k) resolutions on taking out loans and credits of any kind;
  - (l) resolutions on compliance regulations for the Management and the Executive Committee;
  - (m) resolutions on internal rules of procedure for the Executive Committee, if any;
  - (n) resolutions on awarding scholarships or prizes, if the Executive Committee has been composed as set out in Section 40b *BAO*.
2. If, due to special circumstances, a General Assembly cannot be held, the Executive Committee shall, wherever possible, also take the measures that fall within the competence of the General Assembly which are indispensable for the Association to be able to discharge its tasks.
  3. The Executive Committee shall be authorised to give directions to the Management. Those directions shall be binding on the Management.

#### **Article 24 Convening and quorum of the Executive Committee**

1. The Executive Committee shall be convened whenever the President deems it necessary or when three of its members put forward a written motion to this end.
2. The Executive Committee shall be quorate if all its members have been invited by letter to their last known address and if at least half of its members are present. Resolutions shall be passed by simple majority of the votes cast by the members of the Executive Committee. In the case of a tie the chairperson shall have the casting vote. Resolutions on the exclusion of a member of the Association shall require approval from two thirds of the voting members.
3. Resolutions of the Executive Committee may also be passed in writing, if two thirds of the members of the Executive Committee cast their votes upon written request from the Association's President.
4. Upon the consent of all members of the Executive Committee the President may convene meetings of the Executive Committee to be attended by all or

some members of the Executive Committee via electronic communication (virtual meeting); the Executive Committee may issue framework provisions for holding virtual meetings.

#### **Article 25 Representation of the Executive Committee**

If the Executive Committee cannot convene at all or cannot convene in time, the Association's President, or, if the President is unable to do so and if an Acting Member has been appointed, said Acting Member of the Executive Committee alone shall be authorised to issue orders on their own responsibility, which shall subsequently be reported to the Executive Committee and/or the General Assembly.

### **The Management**

#### **Article 26 Appointment and responsibilities of the Management**

1. The Management shall be comprised of two members (managing directors). The members of the Management shall be appointed by the Executive Committee for a term of up to five years. Reappointment shall be permitted. The Executive Committee may dismiss members of the Management; entitlements under the employment contract shall not be affected thereby.
2. The Management shall be responsible for managing and conducting the Association's business assigned to it by these By-Laws and the internal rules of procedure for the Management (Article 23(1)(i)).
3. The Management shall, in particular, discharge the following tasks:
  - (a) preparation and implementation of resolutions of the Executive Committee, including but not limited to those listed in Article 23(1);
  - (b) preparation of annual accounts and a management report;
  - (c) preparation of the annual budget;
  - (d) management of the Association's assets;
  - (e) accounting and keeping of a statement of assets;

- (f) adopting Institute Rules.
- 4. The Management shall adhere to the resolutions of the General Assembly and of the Executive Committee as well as to the internal rules of procedure for the Management and report to the Executive Committee on the course of business at its meetings.

**Article 27 Representation of the Association vis-à-vis third parties**

The Association shall be represented vis-à-vis third parties by both members of the Management jointly.

**The Auditor of Annual Accounts [*Abschlussprüfer*]; The Auditors [*Rechnungsprüfer*]**

**Article 28 Auditor of Annual Accounts; Auditors**

1. If the Association is required to appoint an Auditor of Annual Accounts (Section 22(2) *VerG*), said Auditor of Annual Accounts shall discharge the tasks of Auditors. Upon proposal from the Executive Committee, the General Assembly shall elect an independent and impartial Auditor of Annual Accounts for a term of three years by simple majority of the votes. The Auditor of Annual Accounts shall be responsible for auditing the Association's entire conduct, in particular with a view to proper accounting and use of funds in accordance with the By-Laws, and for submitting an audit report to the General Assembly.
2. If the prerequisites for qualified accounting for large associations are no longer fulfilled and an Auditor of Annual Accounts is no longer selected and actually engaged, the ordinary General Assembly shall elect two Auditors and two deputies who are no members of the Executive Committee from among the ordinary members. The Auditors' term of office shall be three years; re-election of Auditors shall be permitted.

## **The Arbitral Tribunal**

### **Article 29 Arbitral Tribunal**

1. Disputes arising within the Association between or among its members or between the Executive Committee and a member shall be settled by an Arbitral Tribunal for which the two parties to the dispute shall each nominate two members of the Association within a period of 14 days who shall then select a fifth member as chairperson. If they cannot agree on a fifth member, the decision between the two candidates shall be made by drawing lots.
2. In the case of disputes to which the Executive Committee is party, members of the Executive Committee may be excluded from acting as arbitrators.
3. If the parties to the dispute fail to select an arbitrator in due time or if the arbitrators fail to nominate a chairperson within a period of 14 days, the Executive Committee shall nominate the chairperson. Members of the Executive Committee who are parties to the dispute must not be involved in such resolution.
4. With all arbitrators present the Arbitral Tribunal shall make its decisions by simple majority of the votes.
5. Both sides must be heard.
6. Within the association, decisions of the Arbitral Tribunal shall be final unless recourse to the courts of law is permitted due to statutory provisions.
7. The Arbitral Tribunal is no court of arbitration as defined by Section 577 *et seq.* of the Austrian Code of Civil Procedure [*Zivilprozessordnung/ZPO*], but a conciliation board as defined in Section 8 *VerG.*

## **IV. INTERNAL ORGANISATION**

### **Article 30 Office**

The Association's business shall be managed by the Office according to the directions of the bodies. The Management shall head the Office and conduct its

regular business. The managing directors appointed at the time of the General Assembly of 15 June 2023 shall be the first members of the Management (Article 26(1)); their employment relationships and the term for which they have been appointed shall not be affected thereby.

**Article 31 Institutes**

1. The Association's Institutes as defined in Article 2(2)(b) shall have no legal personality of their own.
2. The Institutes' internal procedures shall be regulated by Institute Rules.

**V. DISSOLUTION**

**Article 32 Voluntary dissolution; Disposal of the Association's assets**

1. Voluntary dissolution of the Association shall be subject to resolution by a three-quarter majority at a General Assembly expressly convened for that purpose where at least three quarters of the members entitled to vote have to be present or represented.
2. In the case of dissolution of the Association or if the current privileged purpose of the Association ceases to exist, the assets of the Association remaining after the liabilities have been settled shall in any case be used for the privileged purposes defined in Section 4a(2) *EStG 1988*. If the General Assembly that resolves to voluntarily dissolve the Association fails to dispose of the Association's assets according to the Association's purpose, the Association as a central research institution under the *FoFinaG* shall assign the task to select a suitable tax-privileged corporation as defined in Section 4a(1) *EStG 1988* to which the remaining assets are to be transferred to the Federal Minister responsible for scientific affairs, imposing the mandatory requirement that such assets be used exclusively for the privileged purposes as defined in Section 4a(2) *EStG 1988*.