



## **Charter approved in the meeting dated 07/02/2014.**

### **§ 1 Name, headquarters, legal form, financial year**

The Association carries the name "Institute for Membrane and Shell Technologies, Building and Real Estate", abbreviated IMS.  
It shall be entered in the register of associations and will carry the suffix "e.V." (registered association)

The following section of the Charter shall refer to the Association as the Institute. The male designation shall apply equivalently to the female designation.

Headquarters of the Institute are located in 06846 Dessau, with outside office in 86399 Bobingen. The Institute operates worldwide.

The financial year is the calendar year.

The Institute shall carry in its name the additional title "An Institute of the Anhalt University of Applied Sciences" for the duration of the cooperation agreement concluded with the Anhalt University of Applied Sciences for an indefinite period.

### **§ 2 Purpose and tasks**

The purpose of the Institute is to research, develop and teach new methods of construction, specifically membrane and network construction, shell and folded-plate construction, also aspects of construction theory relating to energy and economy.

The purpose of research as defined in the Charter is to be achieved, for instance, by supporting and participating in research projects at public institutions such as universities of applied sciences, universities or other research institutions, also the development and implementation of research projects in the Institute's own workshops and laboratories and international cooperation and Institute representation.

The purpose of teaching as defined in the Charter for the aforementioned building methods shall be achieved by organising and participating in degree courses, through lectures, seminars, workshops, exhibitions and similar activities, with reference to the specified purpose of the Institute.

The task of the Institute is to organise and hold the degree course "Membrane Structures" at the Anhalt University of Applied Sciences, Dessau location.



The Institute copyrights the term Archineer and any associated names.

The Institute will award this title based on the successful completion of courses, or in an honorary capacity based on outstanding achievements. The Executive Board shall issue more detailed specifications in this respect.

### **§ 3 Non-profit structure**

The Institute has an exclusively and directly non-profit purpose as defined in the section "Purposes eligible for tax incentives" in the German Tax Code (AO). The Association is a charitable organisation, and does not primarily pursue its own commercial interests. Institute funds may only be appropriated for the purposes defined in the Charter. It is not permitted to grant benefits to persons by expenditure unrelated to the purpose of the Institute or involving disproportionately high remuneration.

The members shall not receive any gratuities for their membership from Institute funds. Provided this is permitted by the financial circumstances of the Association, Board members may receive compensation for expenses incurred as defined in the lump sums under § 3 no.26a Income Tax Act.

### **§ 4 Membership**

1. Any natural or legal person is eligible to become member of the Institute. The Board shall decide on the acceptance of written applications by simple majority.

Departure from the Institute is possible at any time; it must be declared to the Board in writing.

A member may be excluded from the Institute in the event that their behaviour grossly violates the interests of the Institute. The General Meeting shall decide on the exclusion. The Board may decide on exclusion insofar as a member is in arrears with more than one membership dues.

Membership ends with the death of the member. The departing or excluded member has no right to claim Institute assets.

The members must pay membership dues in money. The amount and payment schedule for the membership dues will be defined by the General Meeting.

2. Members may be exempted from paying dues for special reasons by resolution of the Board.

3. Persons who in a particular way have contributed to the Institute or its goals, or who have achieved outstanding merits in its interests, or who are of particular significance for fulfilment of the Institute goals, may be invited to become honorary members.

4. Honorary members are full members, but are not required to pay dues.



## **§ 5 Committees of the Institute**

The Board and the General Meeting are the Institute committees.

## **§ 6 Board**

The Board of the Institute consists of the following persons:

- a) 1<sup>st</sup> Institute Director
- b) 2<sup>nd</sup> Institute Director
- d) Administrator (financial administration)
- e) Representative of the Anhalt University of Applied Sciences
- f) Representative of the Chamber of Engineering Saxony Anhalt
- g) Research Board

The Executive Board as defined in § 26 German Civil Code (BGB) shall consist of the First and the Second Institute Directors. Each shall represent the Association alone. However, transactions, whose scope exceed the amount of €10,000 must be confirmed by both directors or by majority decision of the Full Board.

The General Meeting shall appoint the Chairman for a period of three years; however, the Chairman shall remain in office until such time as a new vote takes place.

The Presidential Board of the Anhalt University of Applied Sciences shall have the right to propose the representative of Anhalt University of Applied Sciences. The Chamber of Engineers in Saxony Anhalt shall have the right to propose the representative of the Chamber of Engineers in Saxony Anhalt.

For the duration of the cooperation agreement with the Institute for Quality Assurance in Building Physics (IBQS GmbH), An Institute at the Anhalt University of Applied Sciences, the Director of IBQS shall occupy the position of Research Director. This person must be member of IMS e.V. and must be confirmed by a majority decision in the General Meeting.

Cooperation with the Anhalt University of Applied Sciences requires that the Institut für Membran und Schalentechologien e.V. shall be managed by an Institute Director who at the same time is professor at the Anhalt University of Applied Sciences.

The Executive Board shall be entitled to convene Advisory Boards/Boards to act in a consulting capacity as required. Membership of the Advisory Board shall be honorary. Compensation may be provided for expenses incurred by Board members.

The Executive Board shall appoint an Advisory Board consisting of expert persons to safeguard quality assurance in teaching.



The Executive Board shall appoint an Advisory Board for international and national cooperation.

All international cooperation partners, i.e. representatives of the Institute, shall be members. The Executive Board shall appoint other members.

The Executive Board shall meet in irregular intervals, whereby these meetings may also take place via electronic connections. Votes by the Executive Board may also be organised by electronic means. Minutes must be kept of all meetings of the Executive Board.

## **§ 7. General Meeting**

The ordinary General Meeting shall take place once yearly at an Institute location. Further, a General Meeting must be convened when it is in the interests of the Institute, or if at least one third of the members call for a meeting with written specification of the purpose and the reasons. The Executive Board shall convene each General Meeting in writing with two weeks' advance notice. Invitations may be sent by electronic means, e.g. email.

Each member is entitled by no later than one week before the date of the General Meeting to petition the Executive Board in writing that other points of order be added retrospectively to the agenda. The Chair of the meeting must add these matters to the agenda at the start of the General Meeting. The General Meeting shall decide on petitions to add items to the agenda if said items are not raised until during the General Meeting. Adoptions of such petitions shall require a three-quarter majority of all eligible votes cast.

The First Institute Director shall chair the meeting; the Second Institute Director shall otherwise chair the meeting, in case of absence. The General Meeting shall appoint a Chair in the event that both of these persons are absent. The General Meeting shall also in appoint a Secretary. Each General Meeting convened ordinarily shall have a quorum, irrespective of the number of members present. Resolutions of the General Meeting shall be passed by simple majority of the eligible votes cast. However, a three-quarter majority of eligible votes cast is required to amend the Charter or the purpose of the Institute.

Votes cannot be transferred. Votes on proposals worded in writing may be cast in advance, provided their wording is not altered during the meeting. Members may also participate and vote via an Internet platform or by email. This is intended to provide members who are unable to be present in person with the opportunity to participate in the meeting, also to vote.

Minutes must be kept of all resolutions of the General Meeting; they must be signed by the Chair of the meeting and its Secretary.



## **§8. Exemption from liability**

The Institute's liability shall be restricted to an intentional violation of obligations by members of the Executive Board. Liability claims raised towards Institute members for negligent behaviour by the committees and any blame attributable to assistants shall be excluded. Insofar as there shall be additional claims to compensation for damages suffered by Institute members towards the Institute, i.e. towards active members, the injured party shall be required to furnish evidence of blame attributable to those acting on behalf of Institute, and also the causality between the violation of obligations and the damage itself. The Institute members, in particular members of the Executive Board, shall not be personally liable for any claims to compensation for damages raised against the Institute.

## **§ 9. Dissolution of the Association**

Upon dissolution of the Association, withdrawal of legal capacity or cancellation of the purposes eligible for tax incentives, the assets shall be assigned to a legal person under public law or a different entity with eligibility for tax incentives, determined by resolution of the General Meeting, for the purpose of their use in research and science, or teaching and education.

## **§10 entry into force**

The amendment to the Charter was adopted by the General Meeting of the Institute held on:

07/02/2014 in Leipzig.

Prof. Dr. Robert Off  
1<sup>st</sup> Institute Director